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Company No. 1806414

THE COMPANIES ACT 1948-1981

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

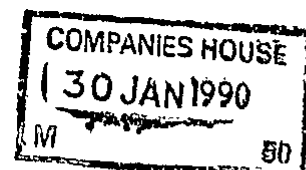
SPECIAL RESOLUTIONS
OF
CHARITY PROJECTS LIMITED
(Passed on 18th January 1990)

At a duly convened Annual General Meeting of the above named Company held at 45 Dean Street, London W1 on the 18th day of January 1990, the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

- (i) That the Memorandum of Association of the Company be altered with respect to its objects by the deletion of sub-clause (xvi) of Clause 3(b) thereof and the substitution therefor of the Clause 3(b)(xvi) contained in the revised Memorandum of Association circulated with the notice of the meeting at which this Resolution is proposed and marked 'A' for identification.
- (ii) That the regulations contained in the document marked 'B' and circulated with the notice of the meeting at which this Resolution is proposed be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of the Company and all regulations incorporated therein, and that all the references to the Council of Management in the Memorandum of Association be replaced with references to the Executive Committee.

John Howes



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
CHARITY PROJECTS LIMITED

Incorporated the 5th day of April 1984

HARBOTTLE & LEWIS
Hanover House
14 Hanover Square
London W1R 0BE

Ref : 6/61/mm/K7306/3743F/10/11/89

THE COMPANIES ACTS 1948 to 1981.

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

CHARITY PROJECTS LIMITED

1. The name of the Company is "CHARITY PROJECTS LIMITED".
2. The registered office of the Company will be situate in England.
3. (a) The objects for which the Company is registered are insofar as such objects are charitable:-
 - (i) the relief of poverty and the relief of disabled persons (including the mentally handicapped) from their disabilities;
 - (ii) the advancement of education by means of the encouragement of the arts for the public benefit;
 - (iii) the provision of facilities for recreation or other leisure time occupations in the interests of social welfare provided that such facilities are for the public benefit and
 - (iv) the promotion of any other charitable purpose for the benefit of the publicand such objects shall be separate and individual and not limited by reference to each other
- (b) In furtherance of these objects but not further or otherwise the Company shall have the following powers:-
 - (i) To establish, promote, assist financially or otherwise, lend to, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, manage, transfer property, liabilities or any authorised activity of the Company to and otherwise deal with charitable companies, societies and other associations with charitable objects similar to those of the Company.

- (ii) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (iii) To present, promote, organise, provide, manage and produce such plays, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures and other literary, musical, dramatic and artistic entertainments, performances and exhibitions, as are conducive to the attainment of the Company's objects and to formulate, prepare and establish schemes therefor.
- (iv) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Company.
- (v) To enter into agreements and engagements with authors, actors, dancers, musicians, producers, lecturers, teachers, artists, composers and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees.
- (vi) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise, reports and periodicals, books, pamphlets, leaflets and other literature.
- (vii) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Company shall not undertake any permanent trading activity in raising funds for its primary objects.
- (viii) To take and accept any gifts of property of any description, whether subject to any special trusts or not, for the purposes of the Company.
- (ix) To undertake and execute any charitable trusts.
- (x) To co-operate with other charitable organisations having similar objects, and to establish, promote or assist such charitable organisations.
- (xi) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.

- (xii) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property, and any rights or privileges which may be thought expedient to promote the objects of the Company, and to maintain, construct, alter, pull down and convert buildings for the purposes of the Company.
- (xiii) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money, and to execute and issue security as the Company shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xiv) To lend money and give credit to, and to take security for such loans or credit.
- (xv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments for the purpose of or in connection with the objects of the Company.
- (xvi) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, but so that the Company shall have no power to grant loans by way of investment otherwise than at a commercial rate of interest and upon security bearing at least the full value of the loan.
- (xvii) As employers of staff, to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their wives, widows and other dependants.
- (xviii) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xix) To do all such other lawful things as shall further the attainment of the objects of the Company.
- (c) PROVIDED THAT:-
 - (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(ii) The Company's objects shall not extend to the regulation of relations between employees or organisations of employees and employers or organisations of employers.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Directors and Members 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 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 or the Charity Commissioners over such Directors and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company 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 Company and no member of its Executive Committee or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of a reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Executive Committee or Governing Body) for any services rendered to the Company and to any member of the Executive Committee or Governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional charges for work done by him or his firm in connection with the execution of the objects hereof;

- (b) 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 or of its Executive Committee or Governing Body;
 - (c) to any Member of its Executive Committee or Governing Body of out-of-pocket expenses;
 - (d) to a company of which a member of the Company or of its Executive Committee or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards 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 the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of One pound.
7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation 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 the aforesaid provision then to some 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 and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL DAVID RUSSELL HILLS
97 Clapham Manor Street,
London SW4.

Film Director.

COLIN MARGETSON HOWES
34 South Molton Street
London W1.

Solicitor.

DATED the 13th day of March 1984.

WITNESS to the above signatures :

M. R. HARRIS
15 Dawson Avenue
Orpington
Kent.

Business Consultant.

THE COMPANIES ACTS 1948 to 1981.

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

CHARITY PROJECTS LIMITED

1. In these Articles:-

"the Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"the 1976 Act" means the Companies Act 1976.

"the 1980 Act" means the Companies Act 1980.

"the 1981 Act" means the Companies Act 1981.

"the Seal" means the Common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of Members with which the Company proposes to be registered is unlimited.

4. (a) The subscribers to the Memorandum of Association and any person who is appointed to the Executive Committee shall automatically become Members of the Company.
- (b) The rights and privileges of a Member shall not be transferable.
- (c) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.
- (d) All Members of the Company shall be members of the Advisory Council
5. A Member or a Member of the Executive Committee (unless the Executive Committee resolves otherwise) shall cease to be a Member of the Company:-
- (a) upon his giving notice in writing to the Company that he resigns his membership;
- (b) upon a two-thirds majority of the Members of the Executive Committee giving him notice requiring him to resign his membership;
- (c) (if an individual) upon his dying, becoming of unsound mind, or bankrupt, or his compounding with his creditors;
- (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

REGISTERS

6. The Executive Committee Members shall cause the following registers to be kept at the Registered Office of the Company:-
- (a) a Register of Members;
- (b) a Register of the interests of the Executive Committee Members in debentures of the Company or its associated Companies.
7. The Executive Committee Members shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Section 29 of the 1967 Act.

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 shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse

between the date of one Annual General Meeting of the Company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive Committee Members shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Executive Committee Members may, whenever they think 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 requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Executive Committee Members capable of acting to form a quorum, any Executive Committee Member or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee Members.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this 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 the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

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 shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee Members and Auditors, the election of Executive Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
14. 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, the quorum for any General Meeting shall be the greater of (i) two Members present in person or by proxy or (ii) one quarter of the members entitled to receive notice of and vote at that General Meeting present in person or by proxy.
15. 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 Executive Committee Members 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.
16. The Chairman, if any, of the Executive Committee shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Executive Committee Members present shall elect one of their number to be Chairman of the meeting.
17. If at any meeting no Executive Committee Member is willing to act as Chairman or if no Executive Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
18. 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.

19. At any General Meeting a resolution put to the vote of the meeting 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 (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) 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. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of 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 such resolution. The demand for a poll may be withdrawn.
20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. 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 at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to the provisions of the Act a resolution in writing signed by all the 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.
24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

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- CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

- 6 -

EXECUTIVE COMMITTEE

32. (a) Members of the Executive Committee shall subject to these Articles have the same powers and duties as if they were directors and for the purposes of the Companies Acts 1948 to 1983 shall be the directors of the Company.
- (b) The number of Executive Committee Members shall not be less than two nor until otherwise determined by a General Meeting more than thirty.
- (c) The subscribers to the Memorandum of Association shall be the first Executive Committee Members.
33. The Executive Committee Members shall have power at any time, and from time to time, to appoint any person to be a Member of the Executive Committee, either to fill a casual vacancy or as an addition to the existing Executive Committee Members, but so that the total number of Executive Committee Members shall not at any time exceed the number fixed in accordance with these Articles. Any Executive Committee Member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Executive Committee Members who are to retire by rotation at such meeting.
34. No Executive Committee Member shall vacate his office or be ineligible for re-appointment as an Executive Committee Member nor shall any person be ineligible for appointment as an Executive Committee Member by reason only of his having attained any particular age.

ADVISORY COUNCIL

35. All Members of the Company shall automatically be Members of the Advisory Council. A person who ceases to be a Member shall at the same time cease to be a Member of the Advisory Council.
36. The Executive Committee may from time to time convene, in such manner and by such notice (oral or written) as the Executive Committee may think fit, meetings of the Advisory Council. At meetings of the Advisory Council the Executive Committee may ask the Members of the Advisory Council to comment or give advice on such aspects of the activities of the Company as the Executive Committee may think fit. Whenever an Annual General Meeting of the Company takes place, a meeting of the Advisory Council may commence at the conclusion of the business of the Annual General Meeting. A meeting of the Advisory Council shall not be regarded as a general meeting of the Company and accordingly the powers of a meeting of the Advisory Council shall be limited to the giving of advice and making of comments to the Executive Committee.

BORROWING POWERS

37. The Executive Committee Members may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS

38. The business of the Company shall be managed by the Executive Committee Members who shall be its Committee of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee Members which would have been valid if that regulation had not been made. In particular the Executive Committee Members shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.
39. 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 Executive Committee Members shall from time to time by resolution determine.
40. The Executive Committee Members shall cause minutes to be made of all appointments of officers made by them, of the names of the Executive Committee Members present at each meeting of the Executive Committee Members and of any committee of the Executive Committee Members, and of all resolutions and proceedings at all meetings of the Company, and of the Executive Committee Members, and of committees of Executive Committee Members and any such minutes if signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
41. The Executive Committee Members may act notwithstanding any vacancy in the Council but if the number of Executive Committee Members is less than the minimum prescribed herein they may only act as Executive Committee Members to admit persons to membership of the Company fill vacancies in the Council or summon a General Meeting.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

42. (a) The office of Executive Committee Member shall be vacated if the Executive Committee Member :-
- (i) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
 - (ii) becomes prohibited from being a Member of the Executive Committee by reason of any Order made under Section 188 of the Act; or
 - (iii) becomes of unsound mind; or
 - (iv) resigns his office by notice in writing to the Company; or
 - (v) is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or
 - (vi) ceases to be a Member of the Company; or
 - (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 199 of the Act
- (b) An Executive Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

ROTATION OF EXECUTIVE COMMITTEE MEMBERS

43. (a) At the first Annual General Meeting of the Company all the Executive Committee Members shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Executive Committee Members for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.
- (b) The Executive Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Executive Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) No retiring Executive Committee Member shall be eligible for re-election unless, not less than two days before the date appointed for the meeting, there shall have been left at the registered office of the Company written notice of his/her intention to stand for re-election as an Executive Committee Member, signed by the retiring Executive Committee Member.

- (d) The Company at the meeting at which an Executive Committee Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Executive Committee Member shall, if offering himself for re-election and having submitted the written notice required by Article 43(c), be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Executive Committee Member shall have been put to the meeting and lost.
- (e) No person other than an Executive Committee Member retiring at the meeting shall unless recommended by the Executive Committee Members be eligible for election to the office of Executive Committee Member at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- (f) Subject to Article 32(b) the Company may from time to time by Ordinary Resolution increase or reduce the number of Executive Committee Members, and may also determine in what rotation the increased or reduced number is to go out of office.
44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Executive Committee Member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Executive Committee Member.
45. The Company may by ordinary resolution appoint another person in place of a Executive Committee Member removed from office under the immediately preceding article. Without prejudice to the powers of the Executive Committee Members under Article 33 the Company in General Meeting may appoint any person to be an Executive Committee Member either to fill a casual vacancy or as an additional Executive Committee Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Council Member on the day on which the Executive Committee Member in whose place he is appointed was last elected an Executive Committee Member.

PROCEEDINGS OF EXECUTIVE COMMITTEE MEMBERS

46. (a) The Executive Committee Members 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 shall have a second or casting vote. An Executive Committee Member may, and the Secretary on the requisition of an Executive Committee Member shall, at any time summon a meeting of the Executive Committee Members. It shall not be necessary to give notice of a meeting of Executive Committee Members to any Executive Committee Member for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Executive Committee Members shall be two or one quarter of the membership of the Executive Committee whichever shall be the greater.
- (b) The Executive Committee Members may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Executive Committee Members present may choose one of their number to be Chairman of the meeting.
- (c) A meeting of the Executive Committee Members at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Executive Committee Members generally.
47. The Executive Committee Members may delegate any of their powers to committees consisting of such Executive Committee Members as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee Members. All acts and proceedings of such committees shall be reported in due course to the full body of Executive Committee Members.
48. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
49. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

50. All acts done by any meeting of the Executive Committee Members or of a committee of Executive Committee Members, or by any person acting as an Executive Committee Member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Committee Member 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 an Executive Committee Member.
51. A resolution in writing, signed by all the Executive Committee Members for the time being entitled to receive notice of a meeting of the Executive Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee Members duly convened and held.

THE SECRETARY

52. The Secretary not being an Executive Committee Member shall be appointed by the Executive Committee Members 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.

THE SEAL

53. The Executive Committee Members shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Committee Members or of a committee of the Executive Committee Members authorised by the Executive Committee Members in that behalf, and every instrument to which the Seal shall be affixed shall be signed by an Executive Committee Member and shall be countersigned by the Secretary or by a second Executive Committee Member or by some other person appointed by the Executive Committee Members for the purpose.

ACCOUNTS AND EXECUTIVE COMMITTEE MEMBERS REPORT

54. The Executive Committee Members shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) the assets and liabilities of the Company; and
 - (c) all those matters required by the Companies Acts 1948 to 1983 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

55. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Executive Committee Members think fit, and shall always be open to the inspection of the Executive Committee Members.
- (b) The Executive Committee Members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Executive Committee Members, and no Member (not being an Executive Committee Member) shall have any right or inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Executive Committee Members or by the Company in General Meeting subject nevertheless to the provisions of Clause 8 of the Memorandum of Association of the Company.
56. The Executive Committee Members shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Act, the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act.
57. 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 Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act as amended by the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act.

NOTICES

59. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted.

60. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

61. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL DAVID RUSSELL HILLS
97 Clapham Manor Street,
London SW4.

Film Director.

COLIN MARGETSON HOWES
34 South Molton Street
London W1.

Solicitor.

DATED the 13th day of March 1984.

WITNESS to the above signatures :

M. R. HARRIS
15 Dawson Avenue
Orpington
Kent.

Business Consultant.

1806414

HARBOTTLE
&
LEWIS
SOLICITORS



Hanover House
14 Hanover Square London W1R 0BE.
Telephone: 01-629 7633 Fax: 01-493 0451 DX 44617 Telex: 22233 E-Mail 78: Harbottle-UK



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MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
CHARITY PROJECTS LIMITED

1806414

Company Number 1806414

Incorporated 5th April 1984

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

CHARITY PROJECTS LIMITED

(as amended by Special Resolutions dated 18th January 1990)

Incorporated the 5th day of April 1984

HARBOTTLE & LEWIS
Hanover House
14 Hanover Square
London W1R 0BE

Ref : 6/61/mm/K7306/3743F/10/11/89

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED
COMPANY

No. 1806414

I hereby certify that

CHARITY PROJECTS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office, Cardiff
the 5th April 1984.

M. SAUNDERS (MRS)

an authorised officer

THE COMPANIES ACTS 1948 to 1981.

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

CHARITY PROJECTS LIMITED
(as amended by Special Resolution dated 18th January 1990)

1. The name of the Company is "CHARITY PROJECTS LIMITED".
2. The registered office of the Company will be situate in England.
3. (a) The objects for which the Company is registered are insofar as such objects are charitable:-
 - (i) the relief of poverty and the relief of disabled persons (including the mentally handicapped) from their disabilities;
 - (ii) the advancement of education by means of the encouragement of the arts for the public benefit;
 - (iii) the provision of facilities for recreation or other leisure time occupations in the interests of social welfare provided that such facilities are for the public benefit and
 - (iv) the promotion of any other charitable purpose for the benefit of the public

and such objects shall be separate and individual and not limited by reference to each other

- (b) In furtherance of these objects but not further or otherwise the Company shall have the following powers:-
 - (i) To establish, promote, assist financially or otherwise, lend to, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, manage, transfer property, liabilities or any authorised activity of the Company to and otherwise deal with charitable companies, societies and other associations with charitable objects similar to those of the Company.

- (ii) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (iii) To present, promote, organise, provide, manage and produce such plays, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures and other literary, musical, dramatic and artistic entertainments, performances and exhibitions, as are conducive to the attainment of the Company's objects and to formulate, prepare and establish schemes therefor.
- (iv) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Company.
- (v) To enter into agreements and engagements with authors, actors, dancers, musicians, producers, lecturers, teachers, artists, composers and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees.
- (vi) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise, reports and periodicals, books, pamphlets, leaflets and other literature.
- (vii) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Company shall not undertake any permanent trading activity in raising funds for its primary objects.
- (viii) To take and accept any gifts of property of any description, whether subject to any special trusts or not, for the purposes of the Company.
- (ix) To undertake and execute any charitable trusts.
- (x) To co-operate with other charitable organisations having similar objects, and to establish, promote or assist such charitable organisations.
- (xi) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.

- (xii) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property, and any rights or privileges which may be thought expedient to promote the objects of the Company, and to maintain, construct, alter, pull down and convert buildings for the purposes of the Company.
- (xiii) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money, and to execute and issue security as the Company shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xiv) To lend money and give credit to, and to take security for such loans or credit.
- (xv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments for the purpose of or in connection with the objects of the Company.
- (xvi) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, but so that the Company shall have no power to grant loans by way of investment otherwise than at a commercial rate of interest and upon security bearing at least the full value of the loan.
- (xvii) As employers of staff, to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their wives, widows and other dependants.
- (xviii) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xix) To do all such other lawful things as shall further the attainment of the objects of the Company.
- (c) PROVIDED THAT:-
 - (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(ii) The Company's objects shall not extend to the regulation of relations between employees or organisations of employees and employers or organisations of employers.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Directors and Members 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 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 or the Charity Commissioners over such Directors and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company 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 Company and no member of its Executive Committee or Governing Body shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of a reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Executive Committee or Governing Body) for any services rendered to the Company and to any member of the Executive Committee or Governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional charges for work done by him or his firm in connection with the execution of the objects hereof;

- (b) 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 or of its Executive Committee or Governing Body;
 - (c) to any Member of its Executive Committee or Governing Body of out-of-pocket expenses;
 - (d) to a company of which a member of the Company or of its Executive Committee or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a Member or within one year afterwards 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 the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of One pound.
7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation 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 the aforesaid provision then to some 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 and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL DAVID RUSSELL HILLS
97 Clapham Manor Street,
London SW4.

Film Director.

COLIN MARGETSON HOWES
34 South Molton Street
London W1.

Solicitor.

DATED the 13th day of March 1984.

WITNESS to the above signatures :

M. R. HARRIS
15 Dawson Avenue
Orpington
Kent.

Business Consultant.

THE COMPANIES ACTS 1948 to 1981.

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

CHARITY PROJECTS LIMITED

(as amended by Special Resolution dated 18th January 1990)

1. In these Articles:-

"the Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"the 1976 Act" means the Companies Act 1976.

"the 1980 Act" means the Companies Act 1980.

"the 1981 Act" means the Companies Act 1981.

"the Seal" means the Common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of Members with which the Company proposes to be registered is unlimited.

4. (a) The subscribers to the Memorandum of Association and any person who is appointed to the Executive Committee shall automatically become Members of the Company.
 - (b) The rights and privileges of a Member shall not be transferable.
 - (c) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.
 - (d) All Members of the Company shall be members of the Advisory Council
5. A Member or a Member of the Executive Committee (unless the Executive Committee resolves otherwise) shall cease to be a Member of the Company:-
 - (a) upon his giving notice in writing to the Company that he resigns his membership;
 - (b) upon a two-thirds majority of the Members of the Executive Committee giving him notice requiring him to resign his membership;
 - (c) (if an individual) upon his dying, becoming of unsound mind, or bankrupt, or his compounding with his creditors;
 - (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

REGISTERS

6. The Executive Committee Members shall cause the following registers to be kept at the Registered Office of the Company:-
 - (a) a Register of Members;
 - (b) a Register of the interests of the Executive Committee Members in debentures of the Company or its associated Companies.
7. The Executive Committee Members shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Section 29 of the 1967 Act.

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 shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse

between the date of one Annual General Meeting of the Company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive Committee Members shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Executive Committee Members may, whenever they think 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 requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Executive Committee Members capable of acting to form a quorum, any Executive Committee Member or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee Members.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this 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 the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

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 shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee Members and Auditors, the election of Executive Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
14. 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, the quorum for any General Meeting shall be the greater of (i) two Members present in person or by proxy or (ii) one quarter of the members entitled to receive notice of and vote at that General Meeting present in person or by proxy.
15. 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 Executive Committee Members 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.
16. The Chairman, if any, of the Executive Committee shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Executive Committee Members present shall elect one of their number to be Chairman of the meeting.
17. If at any meeting no Executive Committee Member is willing to act as Chairman or if no Executive Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
18. 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.

19. At any General Meeting a resolution put to the vote of the meeting 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 (a) by the Chairman or (b) by at least two Members present in person or by proxy or (c) 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. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of 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 such resolution. The demand for a poll may be withdrawn.
20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. 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 at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to the provisions of the Act a resolution in writing signed by all the 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.
24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

VOTES OF MEMBERS

- "I/We _____ of _____
 "in the County of _____, being a
 "Member/Members of the above-named Company, hereby
 "appoint _____ of _____
 "or failing him _____ of _____
 "as my/our proxy to vote for me/us on my/our
 "behalf at the (Annual or Extraordinary as the
 "case may be) General Meeting of the Company to
 "be held on the _____ day of _____, 19 _____ and
 "at any adjournment thereof.

"Signed this day of 19 ."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

31. 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 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.

EXECUTIVE COMMITTEE

32. (a) Members of the Executive Committee shall subject to these Articles have the same powers and duties as if they were directors and for the purposes of the Companies Acts 1948 to 1983 shall be the directors of the Company.
- (b) The number of Executive Committee Members shall not be less than two nor until otherwise determined by a General Meeting more than thirty.
- (c) The subscribers to the Memorandum of Association shall be the first Executive Committee Members.
33. The Executive Committee Members shall have power at any time, and from time to time, to appoint any person to be a Member of the Executive Committee, either to fill a casual vacancy or as an addition to the existing Executive Committee Members, but so that the total number of Executive Committee Members shall not at any time exceed the number fixed in accordance with these Articles. Any Executive Committee Member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Executive Committee Members who are to retire by rotation at such meeting.
34. No Executive Committee Member shall vacate his office or be ineligible for re-appointment as an Executive Committee Member nor shall any person be ineligible for appointment as an Executive Committee Member by reason only of his having attained any particular age.

ADVISORY COUNCIL

35. All Members of the Company shall automatically be Members of the Advisory Council. A person who ceases to be a Member shall at the same time cease to be a Member of the Advisory Council.
36. The Executive Committee may from time to time convene, in such manner and by such notice (oral or written) as the Executive Committee may think fit, meetings of the Advisory Council. At meetings of the Advisory Council the Executive Committee may ask the Members of the Advisory Council to comment or give advice on such aspects of the activities of the Company as the Executive Committee may think fit. Whenever an Annual General Meeting of the Company takes place, a meeting of the Advisory Council may commence at the conclusion of the business of the Annual General Meeting. A meeting of the Advisory Council shall not be regarded as a general meeting of the Company and accordingly the powers of a meeting of the Advisory Council shall be limited to the giving of advice and making of comments to the Executive Committee.

BORROWING POWERS

37. The Executive Committee Members may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS

38. The business of the Company shall be managed by the Executive Committee Members who shall be its Committee of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee Members which would have been valid if that regulation had not been made. In particular the Executive Committee Members shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.
39. 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 Executive Committee Members shall from time to time by resolution determine.
40. The Executive Committee Members shall cause minutes to be made of all appointments of officers made by them, of the names of the Executive Committee Members present at each meeting of the Executive Committee Members and of any committee of the Executive Committee Members, and of all resolutions and proceedings at all meetings of the Company, and of the Executive Committee Members, and of committees of Executive Committee Members and any such minutes if signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
41. The Executive Committee Members may act notwithstanding any vacancy in the Council but if the number of Executive Committee Members is less than the minimum prescribed herein they may only act as Executive Committee Members to admit persons to membership of the Company fill vacancies in the Council or summon a General Meeting.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

42. (a) The office of Executive Committee Member shall be vacated if the Executive Committee Member :-
- (i) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
 - (ii) becomes prohibited from being a Member of the Executive Committee by reason of any Order made under Section 188 of the Act; or
 - (iii) becomes of unsound mind; or
 - (iv) resigns his office by notice in writing to the Company; or
 - (v) is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or
 - (vi) ceases to be a Member of the Company; or
 - (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 199 of the Act
- (b) An Executive Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

ROTATION OF EXECUTIVE COMMITTEE MEMBERS

43. (a) At the first Annual General Meeting of the Company all the Executive Committee Members shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Executive Committee Members for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.
- (b) The Executive Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Executive Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) No retiring Executive Committee Member shall be eligible for re-election unless, not less than two days before the date appointed for the meeting, there shall have been left at the registered office of the Company written notice of his/her intention to stand for re-election as an Executive Committee Member, signed by the retiring Executive Committee Member.

- (d) The Company at the meeting at which an Executive Committee Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Executive Committee Member shall, if offering himself for re-election and having submitted the written notice required by Article 43(c), be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Executive Committee Member shall have been put to the meeting and lost.
 - (e) No person other than an Executive Committee Member retiring at the meeting shall unless recommended by the Executive Committee Members be eligible for election to the office of Executive Committee Member at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
 - (f) Subject to Article 32(b) the Company may from time to time by Ordinary Resolution increase or reduce the number of Executive Committee Members, and may also determine in what rotation the increased or reduced number is to go out of office.
44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Executive Committee Member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Executive Committee Member.
45. The Company may by ordinary resolution appoint another person in place of a Executive Committee Member removed from office under the immediately preceding article. Without prejudice to the powers of the Executive Committee Members under Article 33 the Company in General Meeting may appoint any person to be an Executive Committee Member either to fill a casual vacancy or as an additional Executive Committee Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Council Member on the day on which the Executive Committee Member in whose place he is appointed was last elected an Executive Committee Member.

PROCEEDINGS OF EXECUTIVE COMMITTEE MEMBERS

46. (a) The Executive Committee Members 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 shall have a second or casting vote. An Executive Committee Member may, and the Secretary on the requisition of an Executive Committee Member shall, at any time summon a meeting of the Executive Committee Members. It shall not be necessary to give notice of a meeting of Executive Committee Members to any Executive Committee Member for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Executive Committee Members shall be two or one quarter of the membership of the Executive Committee whichever shall be the greater.
- (b) The Executive Committee Members may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Executive Committee Members present may choose one of their number to be Chairman of the meeting.
- (c) A meeting of the Executive Committee Members at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Executive Committee Members generally.
47. The Executive Committee Members may delegate any of their powers to committees consisting of such Executive Committee Members as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee Members. All acts and proceedings of such committees shall be reported in due course to the full body of Executive Committee Members.
48. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
49. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

50. All acts done by any meeting of the Executive Committee Members or of a committee of Executive Committee Members, or by any person acting as an Executive Committee Member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Committee Member 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 an Executive Committee Member.
51. A resolution in writing, signed by all the Executive Committee Members for the time being entitled to receive notice of a meeting of the Executive Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee Members duly convened and held.

THE SECRETARY

52. The Secretary not being an Executive Committee Member shall be appointed by the Executive Committee Members 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.

THE SEAL

53. The Executive Committee Members shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Committee Members or of a committee of the Executive Committee Members authorised by the Executive Committee Members in that behalf, and every instrument to which the Seal shall be affixed shall be signed by an Executive Committee Member and shall be countersigned by the Secretary or by a second Executive Committee Member or by some other person appointed by the Executive Committee Members for the purpose.

ACCOUNTS AND EXECUTIVE COMMITTEE MEMBERS REPORT

54. The Executive Committee Members shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) the assets and liabilities of the Company; and
 - (c) all those matters required by the Companies Acts 1948 to 1983 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

55. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Executive Committee Members think fit, and shall always be open to the inspection of the Executive Committee Members.
- (b) The Executive Committee Members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Executive Committee Members, and no Member (not being an Executive Committee Member) shall have any right or inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Executive Committee Members or by the Company in General Meeting subject nevertheless to the provisions of Clause 8 of the Memorandum of Association of the Company.
56. The Executive Committee Members shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Act, the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act.
57. 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 Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act as amended by the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act.

NOTICES

59. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted.

60. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;

(b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

61. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL DAVID RUSSELL HILLS
97 Clapham Manor Street,
London SW4.

Film Director.

COLIN MARGETSON HOWES
34 South Molton Street
London W1.

Solicitor.

DATED the 13th day of March 1984.

WITNESS to the above signatures :

M. R. HARRIS
15 Dawson Avenue
Orpington
Kent.

Business Consultant.

3850F

Company No. 1806414

THE COMPANIES ACT 1948-1981

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS
OF
CHARITY PROJECTS LIMITED
(Passed on 18th January 1990)

At a duly convened Annual General Meeting of the above named Company held at 45 Dean Street, London W1 on the 18th day of January 1990, the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

- (i) That the Memorandum of Association of the Company be altered with respect to its objects by the deletion of sub-clause (xvi) of Clause 3(b) thereof and the substitution therefor of the Clause 3(b)(xvi) contained in the revised Memorandum of Association circulated with the notice of the meeting at which this Resolution is proposed and marked 'A' for identification.
- (ii) That the regulations contained in the document marked 'B' and circulated with the notice of the meeting at which this Resolution is proposed be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of the Company and all regulations incorporated therein, and that all the references to the Council of Management in the Memorandum of Association be replaced with references to the Executive Committee.

Chris Howes
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