

G

COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

* Insert full name
of company:

Name of company

* CHINESE VIEW ARTS ASSOCIATION

The intended situation of the registered office of the company on incorporation is as stated below

c/o STEPHEN CHUNG	
SOLICITOR	
58/60 GEORGE STREET	
MANCHESTER	Postcode M1 2JE

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

X

The London Law Agency Limited	
Temple Chambers	
Temple Avenue	
London	Postcode EC4Y 0HP

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):

Presented by:-
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP

For official Use
General Section

Post room




Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)


Page 1

directors of the company (note 2) are as follows:

Please do not
write in
this margin

Name (note 3)		Business occupation	
PETER CHUI		CHARTERED ACCOUNTANT	
Previous name(s) (note 3)		Nationality	
Address (note 4) 20 Princess Street		BRITISH	
Manchester		Date of birth (where applicable)	
Postcode M1 4LU		(note 6)	
Other directorships † TABTIME LIMITED			
I consent to act as director of the company named on page 1			
Signature 		Date 30.4.1987	

† enter particulars
of other
directorships
held or previously
held (see note 5)
If this space is
insufficient use a
continuation sheet.

Name (note 3)		Business occupation	
DAVID NG WONG		RESEARCH OFFICER	
Previous name(s) (note 3)		Nationality	
Address (note 4) 10 Armitage Close The Croft		BRITISH	
Rhodes Village, Middleton		Date of birth (where applicable)	
Greater Manchester		(note 6)	
Postcode M24 4PA			
Other directorships † NIL			
I consent to act as director of the company named on page 1			
Signature 		Date 30.4.1987	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in
this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		
DAVID NG WONG		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
10 Armitage Close, The Croft, Rhodes Village		
Middleton Greater Manchester	Postcode	M24 4PA
I consent to act as secretary of the company named on page 1		
Signature	<i>D. Wong</i>	Date 30.4.1987

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

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

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

Signed	<i>D. Wong</i>	Date	30.4.1987
Signed	<i>D. Wong</i>	Date	30.4.1987
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

Note
This declaration should accompany the application for the registration of the company

* Insert full name of company

† delete as appropriate

For official use

Company number

--	--	--	--

--

Name of company

* CHINESE VIEW ARTS ASSOCIATION

I, JOHN JEREMY ARTHUR COWDRY,

of 84 Temple Chambers, Temple Avenue,
London EC4Y 0HP

a [Solicitor engaged in the formation of the above-named company] ~~person named in the statement of~~
~~secretary of the above company~~ in the statement believed and declared under section 30(5)(a) above to do
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1935.

Declared at Temple Chambers,
Temple Avenue in the
City of London

Declarant to sign below

the 7th day of May
One thousand nine hundred and eighty seven
before me Arthur M. H. GILES

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

J.A. Goss

Presenter's name address and reference (if any):

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

For official Use

New Companies Section

Post room



THE LAW SERVICES ASSOCIATION

The London Law Agency Limited Company Registration Agents, Printers and Publishers
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)



COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

2137427

Name of company

* CHINESE VIEW ARTS ASSOCIATION

* Insert full
name of Company

I, JOHN JEREMY ARTHUR COWDRY,

of 84 Temple Chambers,

Temple Avenue,

London EC4Y 0HP

† 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(3)† 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 Temple Chambers

Declarant to sign below

Temple Avenue

London EC 4

the 11th day of May

One thousand nine hundred and 1991

before me J. H. (J. H. H. H.)

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

Presenter's name address and
reference (if any):

intd by:-
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP

For official Use

New Companies Section

Post room



Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30 (5)(a)

Please do not
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Pursuant to section 30(5)(a) of the Companies Act 1985

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

Note
This declaration
should accompany
the application for
the registration of
the company

* insert full name
of company

† delete as appropriate

For official use

Company number

1000

Name of company

* CHINESE VIEW ARTS ASSOCIATION

1. JOHN JEREMY ARTHUR COWDRY,

of 84 Temple Chambers, Temple Avenue,
London EC4Y 0HP

a [Solicitor engaged in the formation of the above-named company][person named as director or secretary of the above company] in the statement delivered under section 30 of the above Act do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at: Temple Chambers,
Temple Avenue in the
City of London

Declarant to sign below

the 7th day of May

One thousand nine hundred and eighty seven
before me W. H. GILES N. H. GILES

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

Presenter's name address and reference (if any):

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

For official Use

New Companies Section

Post room





COMPANIES FORM No. 10

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

10

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Pursuant to section 10 of the Companies Act 1985

Please complete
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To the Registrar of Companies

For official use

Name of company

* (insert full name
of company)

* CHINESE VIEW ARTS ASSOCIATION

The intended situation of the registered office of the company on incorporation is as stated below

c/o STEPHEN CHUNG	Postcode	M1 0HF
SOLICITOR		
58/60 GEORGE STREET		
MANCHESTER		

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

X

The London Law Agency Limited	Postcode	EC4Y 0HP
Temple Chambers		
Temple Avenue		
London		

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General Section

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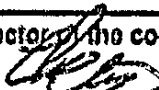
Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

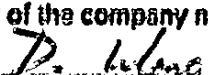
Page 1

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Please do not write in this margin

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Previous name(s) (note 3)		Nationality	
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Manchester		Date of birth (where applicable)	
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I consent to act as director of the company named on page 1			
Signature 		Date 30.4.1987	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

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DAVID NG HONG		RESEARCH OFFICER	
Previous name(s) (note 3)		Nationality	
Address (note 4) 10 Armitage Close The Croft		BRITISH	
Rhodes Village, Middleton		Date of birth (where applicable)	
Greater Manchester		(note 6)	
Postcode M24 4PA			
Other directorships †			
NIL			
I consent to act as director of the company named on page 1			
Signature 		Date 30.4.1987	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
		(note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
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Name (notes 3 & 7)	
DAVID NG WONG	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
10 Armitage Close, The Croft, Rhodes Village	
Middleton Greater Manchester	Postcode M24 4PA
I consent to act as secretary of the company named on page 1	
Signature <i>D. Wong</i>	Date 30.4.1987

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

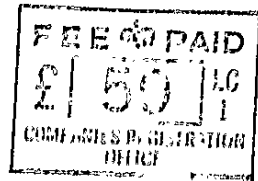
delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
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delete if the form is signed by an agent on behalf of the subscribers.

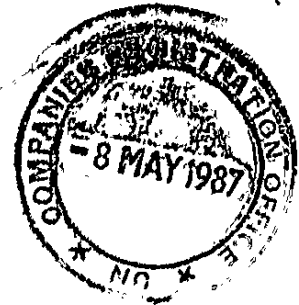
All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed <i>D. Wong</i>	Date 30.4.1987
Signed <i>D. Wong</i>	Date 30.4.1987
Signed	Date
Signed	Date
Signed	Date
Signed	Date

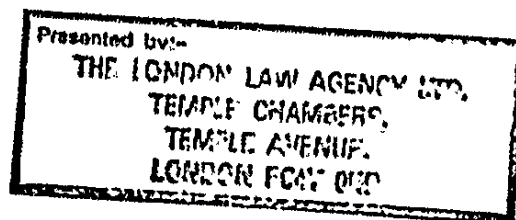


A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
CHINESE VIEW ARTS ASSOCIATION



1. The Company's name is "CHINESE VIEW ARTS ASSOCIATION"
2. The Company's registered office will be situated in England and Wales
3. The Company's objects are:-
 - (a) To advance the education of the public in all forms of Chinese culture
 - (b) To support such charitable institutions or such charitable purpose as the Company may determine
4. In furtherance of the objects herein before declared, but not further or otherwise, the Company may:-
 - (i) Organize and promote events of Chinese culture, and primarily an annual Chinese Cultural Festival.
 - (ii) Obtain, collect and receive money and funds by way of contribution, donations, legacies, grants, lotteries, and any other lawful method and accept and receive gifts of property of any description, whether or not subject to any specific trust PROVIDED THAT the Company shall not undertake any permanent trading activities in raising



MAN/CHUNG/276/99

funds for its particular charitable objects.

- (iii) Act as a general organising body for festival and similar cultural activities.
- (iv) Be a focal point for individuals and groups interested in the objects of the Company.
- (v) Employ and retain on a full-time or part-time basis and on such terms as to pay and other conditions of employment as the Company shall agree or on a voluntary basis all or any persons whose particular skills, qualifications, or knowledge may be of assistance in the attainment of the objects of the Company.
- (vi) Subject to such consents as may be required by law, purchase, take on lease licence or in exchange or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, licences and any real or personal property of any kind with full power to lease, sub-lease licence or otherwise share occupation of all or any part of such property.
- (vii) Purchase, take on lease licence or in exchange, hire, subscribe for and by any other lawful means acquire or otherwise hold any machinery, appliances, equipment, tools, vehicles, furniture, books, periodicals, stationery, supplies, publications, newspapers and any other chattels whatsoever.
- (viii) Open and operate banking accounts and other facilities for banking in the name of the Company.
- (ix) Enter into any contract of insurance howsoever in respect of any matter in which the Company has an insurable

interest and in particular, but without derogating from the generality of the foregoing, in connection with any real or personal property in which the Company shall have any interest or with any acts or omissions done by persons employed by the Company, including indemnity insurance in respect of any fraudulent, negligent and other tortious acts by any such person.

- (x) Undertake to execute or create any charitable trust and support or subscribe to any charitable fund or charitable institution.
- (xi) Invest the monies of the Company not immediately required for its objects in or upon such investments, security or property as may be determined from time to time, subject nevertheless to such conditions (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided.
- (xii) Enter into any arrangements with any government authority, supreme, municipal, local or otherwise and obtain from such government or authority any rights, privileges and concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (xiii) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the objects of the Company subject to such consents as may be required by law
- (xiv) Do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT:-

- (a) 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.
- (b) 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 Management Committee 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 such members of the Management Committee 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 the members of the Management Committee but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

5. 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.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Management Committee) for any service rendered to the Company.

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ONE POUND (£1.00).
8. No addition, alteration or amendment shall be made to or in the provisions for the Memorandum or Articles of Association for the time being in force which would have the effect that the Company shall cease to be a company to which Section 30 of the Companies Act 1985 applies, or cease to be a charity in Law.
9. 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 voluntary organisation or organisations having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such organisation or organisations 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 provisions, then to such other charitable object with the prior approval of the Charity Commissioners for England and Wales

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID NG WONG
10 Armitage Close, The Croft,
Rhodes Village, Middleton,
Greater Manchester M24 4PA

D. Wong.
DAVID NG WONG

PETER CHUI
20 Princess Street,
Manchester M1 4LU

[Signature]

Dated the 30th day of April 1987

Witness to the above Signatures:-

[Signature]

STEPHEN CHUNG
SOLICITOR
58/60 GEORGE STREET
MANCHESTER M1 4HF
TEL: 061 228 6777

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CHINESE VIEW ARTS ASSOCIATION

1. In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the Table below shall bear the meanings set opposite them respectively in the second column thereof.

"The Act"	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
"The Company"	The above-named Company.
"The Articles"	These Articles of Association as originally framed or as from time to time altered by special resolution.
"The Committee"	The Management Committee for the time being of the Company.
"Office"	The office of the Company.
"Chair"	The Chairman or Chairwoman of the Company
"Meeting Chair"	Committee member elected to chair a General Meeting.
"Member"	A member of the Company.
"Secretary"	Any person appointed by the Committee to

perform any of the duties of the Company Secretary.

"The United Kingdom" Great Britain and Northern Ireland.

"Month" Calendar Month.

"Year" Calendar Year.

"In writing" Written, printed or lithographed or partly one or partly another and other modes of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural number and vice versa.

Words importing persons shall include corporations and local organisations.

Save as aforesaid, any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning as in the Articles.

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The provisions of Sections 352 and 353 of the Act shall be observed by the Company and every member shall either sign written consent to become a member or sign the register of members on becoming a member.
4. The following persons shall be members of the Company:-
- (a) The Subscribers to the Memorandum of Association.
 - (b) The members of the Committee.
 - (c) All the staff and volunteer helpers of the Company while

actually employed by or giving help to the Company.

(d) Any person who supports the objects and purposes of the Company and whose application for membership complies with the requirements laid down by the Committee, such approval being in the absolute discretion of the Committee. Such a member shall be called an individual member.

(e) Any voluntary or statutory organisation within North West England which supports the objects of the Company and whose application for membership complies with the provisions of Article 5(d) above and provided that such membership meets with the approval of the Committee, and provided that each such organisation shall appoint one named representative to represent it and vote at General Meetings of the Company and also provided that any decision of the Committee that such named person has not been validly nominated shall not be open to challenge. Such a member shall be called an affiliated member. Any such organisation which shall indicate to the Secretary that it no longer wishes to be an affiliated member or shall cease to exist shall lose the right to nominate a person to represent it and vote at General Meetings and shall also lose the right to nominate a person to stand for election to the Committee.

5. (a) Every person who is a member of the Company by reason only of being a member of the Committee shall cease to be a member immediately s/he ceases to be a member of the Committee.

(b) Every person who is a member of the Company shall cease to be a member upon the passing of an ordinary resolution at a

General Meeting of the Company terminating her/his membership, provided that the person concerned shall have the right to be heard before the resolution is passed.

- (c) Every person who is a member of the Company shall cease to be a member upon receipt at the Office of a written resignation of his/her membership signed by him/her.
6. The right of a member as such shall be personal and not transferable and cease on death.
7. Any person whose membership have ceased shall be eligible for re-admission as a member.

GENERAL MEETINGS OF THE COMPANY

8. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the Meeting as such in the Notice calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and also provided that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of incorporation or in the following year.
9. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings. The Company may convene an Extraordinary General Meeting whenever they think fit. Extraordinary General Meetings shall also be convened by the Committee on receipt of a requisition of members which complies with Section 368 of the Act, or in the event of a default by the Committee, by the requisitionists themselves.

RESOLUTIONS

10. Decisions at General Meetings shall be made by passing resolutions. Decisions involving an alteration of the Memorandum and Articles of Association and such other decisions as are from time to time required by Statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than three fourths of such members as, being entitled so to do, vote in person at a General Meeting of which not less than twenty one (21) days notice in writing, specifying the intention to propose the resolution as a Special Resolution and giving the exact wording of the Resolution, has been given to all the members.
11. All other decisions shall be made by Ordinary Resolution requiring a simple majority of those members as, being entitled so to do, vote in person at a General Meeting.

NOTICES

12. 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. Any other General Meeting shall be called by fourteen days notice in writing (exclusive in every case both of the day on which it is served, or deemed to be served, and of the day for which it is given).
13. Notwithstanding the above:
- (a) With the consent of all the members having the right to attend and vote, an Annual General Meeting may be convened by such notice as those members think fit.
 - (b) With the consent of a majority representing not less than 50%

of the total voting rights of all the members having the right to attend and vote, any other General Meeting may be convened by such notice as those members think fit.

14. The notice shall specify the place, day and the hour of the meeting, and in case of special business the general nature of that business, and shall be given to such persons (including the Auditors) as are entitled under these Articles and under the Act to receive such notice.
15. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any such General Meeting.
16. Any notice served by post shall be deemed to have been served at the expiration of 24 hours after the letter containing the notice is posted. In proving such service it shall be sufficient to show that the letter containing the notice was properly stamped and posted.

PROCEEDINGS AT GENERAL MEETINGS OF THE COMPANY

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of:-
 - (a) the accounts and balance sheets,
 - (b) the Reports of the Management Committee and the Auditors,
 - (c) the election or appointment of the Management Committee, and of the Honorary Officers.
 - (d) the appointment and fixing of the remuneration of the Auditors.

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18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be one-third of total members, present in person or three members whichever is the greater.
 19. If within one hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting convened on 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 at such other place as the Committee may determine.
 20. The Meeting Chair or Meeting Vice-Chair of the Committee of the Company shall take the chair at all General Meetings. If the Meeting Chair or Meeting Vice-Chair are not present or are unwilling to preside the members present shall choose one of their number to preside.
 21. The Meeting Chair may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn any General Meeting from time to time, and from place to place, as the Meeting shall determine. Whenever a General Meeting is adjourned for more than thirty (30) days or more, notice of the adjourned Meeting shall be given in the same manner as in the case of the original Meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting. No business shall be transacted at any adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.
 22. At a General Meeting a resolution put to the vote of the Meeting

shall be decided on a show of hands unless a demand for a poll is made by not less than five members present and entitled to vote. Unless a poll is so demanded a declaration by the Meeting Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost and an entry in the Minute Book to that effect shall be conclusive evidence of that effect. No poll shall be demanded on the election of a Meeting Chair or on any question of an adjournment.

23. Every member shall have one vote.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Meeting Chair shall be entitled to a second casting vote.
25. 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.

MANAGEMENT COMMITTEE

26. The first members of the Committee shall be appointed by the Subscribers to the Memorandum of Association and shall hold office until the end of the first Annual General Meeting of the Company.
27. The maximum and minimum number of the members of the Committee shall be determined by the Company in General Meeting but unless and until so fixed there shall be no maximum number and the minimum number shall be eight. Provided always that the number of members of the Committee shall never be reduced below 2.

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28. The Committee may from time to time and at any time appoint any member of the Company as a member of the Committee, either to fill a casual vacancy or by way of co-option, provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee. Any member so appointed or co-opted shall retain office only until the next Annual General Meeting, but shall be eligible for re-election or re-co-option.

BORROWING POWERS OF THE COMMITTEE

29. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertakings 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, subject to the jurisdiction of the Charity Commissioners of England and Wales.

POWERS AND DUTIES OF THE COMMITTEE

30. The business of the Company shall be managed by the Committee 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 Company which would have been valid if that regulation had not been

made.

31. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.
32. The Committee shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Committee,
 - (b) of the names of the members of the Committee present at each meeting of the Committee and of any committee of the Committee,
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Committee and of committees of the Committee.
33. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

APPOINTMENT AND RETIREMENT OF THE COMMITTEE AND OF THE

HONORARY OFFICERS

34. The Chair, Vice-Chair, Treasurer (and such other Honorary Officers

as the members shall from time to time decide) and the other members of the Committee shall be elected at the Annual General Meeting and shall hold office from the end of such Meeting.

35. Honorary Officers and other members of the Committee shall hold office until the end of the Annual General Meeting next following their election, appointment or co-option, and shall be eligible for re-election or re-co-option.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

36. The office of a member of the Committee shall be vacated:
- (a) If by notice in writing to the Company he or she resigns.
 - (b) If she or he becomes of unsound mind.
 - (c) In the case of an elected nominee of an affiliated member, if for any reason that affiliated member withdraws its approval for such nominee continuing in office.
 - (d) If a receiving order is made against her or him or she or he makes an arrangement or composition with his or her creditors.
 - (e) If he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of a company.
 - (f) If she or he ceases to be a member of the Company.
 - (g) If she or he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest as required by the Act.
37. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Committee before the expiration of his or her period of office and may by an ordinary resolution appoint another member

in his or her stead and the person so appointed shall retain office for so long as the member in whose place she or he is appointed would have held the same if he or she had not been removed provided that the person concerned shall have the right to be heard before the resolution is passed.

43.

38. Members of the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a simple majority of votes. In the case of an equality of votes the Meeting Chair shall have a casting vote.

39. The quorum necessary for the transaction of business shall be determined by the Committee but shall never be less than six.

44.

On the request of at least two members of the Committee the Secretary shall at any time summon a meeting of the Committee by notice served upon the several members of the Committee. It shall not be necessary to give notice of a meeting of the Committee to a member thereof who is for the time being absent from the U.K.

40. A meeting of the Committee 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 Committee generally.

45.

41. The Committee shall cause proper minutes to be made of the proceedings of all General Meetings of the Company and of the Committee and all business transacted at such meetings and any such minutes of any meeting and any extract from such minutes purporting to be signed by the Chair of such meeting shall be sufficient evidence without any further proof of the facts therein stated.

42. If at any meeting of the Committee the Chair or the Vice-Chair is

not present within 15 minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be the Chair of the meeting.

43. All acts bona fide done by any meeting of the Committee or any sub-committee of the Committee or by any person acting as a member of the Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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 qualified to be a member of the Committee or sub-committee as the case may be.
44. The Committee shall be entitled to invite, whether on a temporary or permanent basis, any persons who are not members of the Committee to attend any or all of the meetings of the Committee as observers provided that where such invitation is issued it may be revoked without notice by the Committee, and provided that any invitation issued under the Articles may not be issued on such terms as to prevent the Committee from so revoking such invitation.
45. The Committee may delegate any of their powers to the committee consisting of such member or members of the Committee as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such committees shall be governed by the provisions of these presents for regulating the meetings and proceedings of the committee so far as applicable and so far as the same shall not be superseded by any regulations made by the committee. All acts and proceedings of such committee must be reported back fully and promptly to the Committee

SECRETARY

46. Subject to the provisions of the Act the Secretary shall be appointed by the Committee for such time, at such remuneration and upon such conditions as they may think, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

47. The seal of the Company shall not be affixed to any instrument except by the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a member of the Committee or by the Secretary (or by some other person appointed by the Committee for the purpose) and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal was properly affixed.

ACCOUNTS

48. The Committee shall cause proper books of accounts to be kept 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) all sales and purchases of goods by the Company,
 - (c) the assets and liabilities of the Company.

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Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

49. The books of account shall be kept at the office of the Company or at such other place as the Committee think fit and shall be open to the inspection of the members during normal office hours upon the giving of 48 hours notice and by such other persons authorised by the Committee.
50. The Committee shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by statute.
51. At the Annual General Meeting in every year the Comm'tee shall in accordance with the provisions of the Act lay before the Company an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Company together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with Section 240 of the Act in the manner in which notices are
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hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241(2) of the Act.

AUDIT

52. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
53. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated as the Directors mentioned in those provisions.
54. None of the following persons shall be appointed as an Auditor of the Company:-
- (a) A member of the staff of the Company.
 - (b) Any person interested in any contract, other than a contract arising from his/her appointment and duties as Auditor to the Company.
 - (c) Any person who is a partner, spouse or in the employment of a person in (a) or (b) above.

INDEMNITY

55. Subject to the provisions of the Act and of the Memorandum of Association every member of the Committee, auditor, secretary or other officer for the time being of the Company and the Trustees

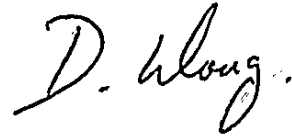
(if any) for the time being acting in relation to any of the affairs of the Company including any trust set up by the Company to act as a means of raising or holding funds for the Company and each of their representatives shall be entitled to be indemnified by the Company from and against all actions, costs, charges, losses, damages, expenses and liabilities which they shall or may incur or sustain by or in the execution and discharge of their duties or supposed duties or in relation thereto and none of them shall be answerable for the acts, receipts, neglects or defaults of the others or other of them or for joining in any receipts for the sake of conformity or for any bankers or other persons with whom any money or effects of the Company shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto; but this article shall have effect only in so far as its provisions are not avoided by any provision of the Act.

WINDING UP

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56. The provisions of Clause 9 of the Memorandum of Association 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID NG WONG
10 Armitage Close, The Croft,
Rhodes Village, Middleton,
Greater Manchester M24 4PA



PETER CHUI
20 Princess Street,
Manchester,
M1 4LU



Dated the 30th day of April 1987

Witness to the above signatures:-



STEPHEN CHUNG
SOLICITOR
58-60 GEORGE STREET
MANCHESTER M1 4HF
TEL: 061 228 0777

FILE COPY



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

No. 2137427

I hereby certify that

CHINESE VIEW ARTS ASSOCIATION

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

Given under my hand at the Companies Registration Office,
Cardiff the 4 JUNE 1987

E. Chadwick
MRS E. CHADWICK

an authorised officer