

FILE COPY



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

Company No. 3667822

The Registrar of Companies for England and Wales hereby certifies that

THE OLD VIC THEATRE TRUST 2000

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

Given at Companies House, London, the 10th November 1998



N03667822L

S. Bashar.

MISS S. BASHAR
For The Registrar Of Companies



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



OYEZ

12

Declaration on application for registration

3667822

Company Name in full

THE OLD VIC THEATRE TRUST 2000



F0120C10

I, ALAN LAWRENCE BANES

of 19 CAVENDISH SQUARE, LONDON W1A 2AW

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

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

Declarant's signature

Alan Banes

Declared at Haverhill

the 9th

day of November

One thousand nine hundred and ninety

8

[•] Please print name.

before me [•]

Helicity Rawan

Signed

H. Rawan

Date

9/11/98.

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

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

Howard Kennedy (ref: 6)

19 Cavendish Square, London,

W1A 2AW

Tel 0171 636 1616

DX number 42748

DX exchange Oxford Circus North

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

OYEZ

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**OYEZ**

Please complete in typescript, or in bold black capitals, notes on completion appear on final page.

30(5)(a)

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

Company Name in full



F030AC10

3667822

THE OLD VIC THEATRE TRUST 2000

I, ALAN LAWRENCE BANES
of 19 CAUENDISH SQUARE LONDON W1A 2AW

† Please delete as appropriate.

a [Solicitor engaged in the formation of the above [person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985] do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

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

Declarant's signature

[Signature]

Declared at

13 HARLEY STREET London W1.

the

10th

day of

November

One thousand nine hundred and ninety

eight.

● Please print name.

before me ●

IAN MICHAEL SANDY.

Signed

[Signature]

Date

10 - 11 - 98.

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

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

Howard Kennedy
19 Cavendish Square, London,
W1A 2AW Tel 0171 636 1616
DX number 42748 DX exchange Oxford Circus North

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1995 Edition 3.95

**OYEZ**

Please complete in typescript, or in bold black capitals.
Notes on completion appear on final page.

10**First directors and secretary and intended situation of registered office**

3667822

Company Name in full

THE OLD VIC THEATRE TRUST 2000

F0100C10**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

The Old Vic

Waterloo Road

Post town

London

County / Region

Postcode SE1 8NB

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



Agent's Name

Howard Kennedy

Address

19 Cavendish Square

Post town

London

County / Region

Postcode W1A 2AW

Number of continuation sheets attached

1

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

Howard Kennedy (ref: 6)

19 Cavendish Square, London,

W1A 2AW

Tel 0171 636 1616

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

Mr

*Honours

*Voluntary details

Forename(s)

Alan Lawrence

Surname

Banes

Previous forename(s)

Previous surname(s)

Address

19 Cavendish Square

Usual residential address

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

Post town

London

County / Region

Postcode

W1A 2AW

Country

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

Consent signature

Date

9 / 11 / 98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours

Forename(s)

Robert Anthony

Surname

Bourne

Previous forename(s)

Previous surname(s)

Address

100 Cheyne Walk

Usual residential address

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

Post town

London

County / Region

Postcode

SW10 ODQ

Country

Day Month Year

Date of birth

16

05

50

Nationality

British

Business occupation

PROPERTY Developer

Other directorships

Please see list attached

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

Consent signature

Date

9 / 11 / 98

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

Company number

NAME *Style / Title*Honours
etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours
etc.

Forename(s)

Alan Lawrence

Surname

Banes

Previous forename(s)

Previous surname(s)

Address**Usual residential address**For a corporation, give the
registered or principal office
address.

Post town

London

County / Region

Postcode

W1A 2AW

Country

Day Month Year

Date of birth

15

07

46

Nationality

British

Business occupation

Solicitor

Other directorships

Please see attached list

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

Consent signature**Date**

9 / 11 / 98

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours
etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours
etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**For a corporation, give the
registered or principal office
address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

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

Consent signature**Date**

ROBERT ANTHONY BOURNE**DIRECTORSHIPS****Date of Birth - 16 May 1950**

<u>Company name</u>	<u>Date of appointment</u>	<u>Date of resignation</u>
Chelpen Nominees Ltd		
Clubhaus Investments PLC	26 March 1991	
Clubhaus PLC	8 November 1995	
Criterion Productions PLC		
Ex-Lands Properties PLC	8 November 1995	30 June 1997
Happybadge Projects Ltd		
Ice Entertainments PLC	17 December 1996	
Lineside Ltd	26 April 1995	
London House Group Ltd		
Oldslip Ltd	1 November 1996	
Park-Lands Securities Ltd	11 May 1992	18 July 1997
Queensbourne Properties Ltd	14 January 1993	
Queensway Entertainments Ltd	7 December 1994	
Queen's Ice PLC	6 December 1996	
Queens Ice Skating Ltd		
Robourne Ltd	29 October 1991	
Sally Bourne Properties Ltd		
Teakbond Ltd	22 November 1996	
The Criterion Theatre Trust	21 November 1992	
The Ex-Lands PLC	19 March 1990	18 July 1997
The Richmond Theatre Trust Ltd	9 May 1989	
Timenest Ltd	21 October 1996	
Tunplan Ltd		
<u>THE OLD VIC THEATRE LIMITED</u>		

SALLY ANN BOURNE

LIST OF DIRECTORSHIPS

ASSOCIATED CAPITAL THEATRES

CRITERION THEATRE TRUST

CRITERION PRODUCTIONS PLC

RICHMOND THEATRE TRUST LIMITED

RICHMOND THEATRE MANAGEMENT LIMITED

THE OLD VIC THEATRE LIMITED

ALAN LAWRENCE BANES

LIST OF DIRECTORSHIPS

THE CRITERION THEATRE TRUST
THE COLLINS MUSIC HALL
THE OLD VIC THEATRE LIMITED

3667822

COMPANIES ACT 1985/89

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



Memorandum of Association

of

THE OLD VIC THEATRE TRUST 2000

1. The name of the Company (hereinafter called "the Company") is The Old Vic Theatre Trust 2000.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are to promote, maintain, improve and advance education by the encouragement of the arts, including the arts of drama, mime, dance, music, ballet, opera, puppetry, painting and sculpture, photography, cinema, literature and poetry and to formulate, prepare and establish schemes therefor (hereinafter called "the Primary Objects").

In furtherance of the above-mentioned objects but not further or otherwise the Company shall have the following powers:-

- 4 (a) to maintain and/or construct in London whether on a vacant site or by adaption, modification, repair, restoration or renovation of an existing building, a theatre or arts centre to be used for the advancement of the Primary Objects and to enter into all or any contracts necessary for the maintenance and/or construction of such theatre.
- (b) to present, promote, organise, manage and produce such plays, dramas, comedies, operas, operettas, ballets, concerts, recitals, films, burlesques, puppet shows, mime shows, musical pieces, publications, radio broadcasts and television performances, lectures, exhibitions, musical, dramatic and other artistic entertainments, performances and exhibitions as will contribute to the attainment of the Primary Objects and to employ or authorise other persons, organisations, firms or companies to present, produce, manage,

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STONY

conduct or represent such dramatic, operatic, musical or other artistic performances as aforesaid.

- (c) to carry on at the said theatre or elsewhere all or any of the businesses of theatre, opera-house or picture gallery proprietors or agents, play, theatrical, operatic programme and general publishers and printers, scene proscenium and general painters and decorators, theatrical, operatic and musical, agents necessary for the attainment of the Primary Objects.
- (d) to enter into agreements with authors, composers and others relating to the dramatic or other rights in operas, plays, films, musical compositions, broadcasts, television and other performances and entertainments and to purchase or otherwise acquire or obtain any other rights, concessions, licences, copyrights, rights of performance or monopolies, which can be used or adapted for the objects of the Company.
- (e) to purchase, make or otherwise acquire plant machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
- (f) to act as theatrical and musical managers and producers and enter into engagements of all kinds with actors, artists and other persons.
- (g) subject to such consents as may be required by law to sell, let, lease (whether at a premium and/or for rent), mortgage, turn to account, charge, dispose of, licence manage and improve all or any of the property or assets of the Company as may be thought expedient in the promotion of its objects and to exercise any rights privileges or advantages easements or other benefits for the time being attached to such property or assets and to undertake maintain execute and do all such lawful acts matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets
- (h) to obtain collect and receive money and funds by way of contributions donations subscriptions legacies grants or any other lawful method including

donations made under covenant and donations given prior to incorporation and to accept and receive any gifts or property of any description whether subject to any special trust or not for any one or more of the objects of the Company. The Company shall only undertake trading activities in direct furtherance of the Primary Objects.

- (i) to establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Company and dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects provided that such food, drink or refreshments shall only be available to persons participating in the activities of the Company.
- (j) to lend monies to any company which is a wholly owned subsidiary of the Company provided that the terms of the loan are on a commercial basis and in the interests of the Company
- (k) to act as trustees and to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects, and to perform any services in furtherance of the objects of the Company gratuitously or otherwise
- (l) to retain engage or employ professional or technical advisers or contractors and employees (not being a member of the Board of Directors or Governing Body) in furtherance of the objects of the Company and to pay reasonable fees for their services
- (m) to engage employ any company person or firm (other than a Director) to manage or assist in the day-to-day management of the Company and of the Company's property or any part thereof subject always to the control and supervision of the Directors and upon such reasonable terms as the Directors think fit and to employ and pay a secretary and such other officials or staff as the Directors may in their discretion from time to time determine and to fix such salaries subject always to Clause 4 hereof as the Directors may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such

employment upon such terms as the Directors may decide PROVIDED THAT nothing in this sub-clause shall prevent the Company contracting with Stephen Daldry or a company in which Stephen Daldry has a beneficial interest where he or such company is engaged in connection with the direction or production of a play on the basis that Stephen Daldry withdraws from any meeting whilst his remuneration or the fees paid to such Company are discussed

- (n) to take such steps by person or written appeals public meetings film shows sales of booklets and advertising matter or otherwise as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Company to carry out any of its objects which may require such assistance
- (o) subject to such consents as may be required by law to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise
- (p) to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects
- (q) to make any charitable donation either in cash or assets which the Company may deem expedient
- (r) to invest the moneys of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (s) to procure and print publish issue and distribute gratuitously or otherwise newspapers periodicals books pamphlets leaflets advertisements appeals programmes or other literature or publications issued in connection with the objects of the Company

- (t) to establish support subsidise promote co-operate or federate with affiliate or become affiliated to act as trustees or agents for or manage or lend money or other assistance to any company or companies with exclusively charitable objects all or any of which are similar to the objects of the Company or other body corporate or unincorporate established for charitable purposes only and for the purpose of promoting any objects of the Company to co-operate with manufacturers dealers or other traders and with the press and other sources of publicity
- (u) to transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company
- (v) to amalgamate federate affiliate or combine wholly or in part with or to any charitable institution societies or companies formed for objects similar to those of the Company such institutions societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company
- (w) to purchase take on lease or in exchange, hire or otherwise acquire and take over (so far as lawfully may be) and to hold sell lease or otherwise dispose of any real or personal property, theatres, opera houses or other places of entertainment and rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Company
- (x) to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants

- (y) to insure the Company and the Company's property against such risks as the Directors of the Company for the time being shall consider it prudent or necessary to insure against
- (z) to make by-laws rules and regulations with regard to the affairs or the management of the Company
 - (aa) to co-operate with and render financial and other assistance to associations whether incorporated or unincorporated the objects of which are exclusively charitable and are of a nature likely to promote the objects of the Company
 - (bb) to pay out of the Funds of the Company the costs, charges and expenses of and necessary for the formation and registration of the Company
 - (cc) to do all such other lawful things as shall further the objects of the Company or any of them

Provided also:

- (i) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.
 - (ii) That the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
5. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no member of its Board of Directors 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 therein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member officer or servant of the Company (not being a member of its Board) for any services rendered to the Company
- (b) of interest on money lent by any member of the Company or its Board at a rate per annum not exceeding the minimum rate of London Clearing banks
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board
- (d) of fees remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than one hundredth part of the capital of that Company
- (e) of the usual professional and other charges for business transacted and acts done by any member (being a lawyer, accountant or other person engaged in a profession) of the Board of Directors or Governing Body or by any partner of his, when instructed by the Board of Directors or Governing Body so to act in that capacity on behalf of the Company
- (f) to any member of its Board of Directors of reasonable out-of-pocket expenses and in any of the cases mentioned in this proviso, the recipient (being either a member, officer or employee of the Company or a member of the Board of Directors or Governing Body or some other person) shall not be bound to account to the Company for the payment in question or for any share of profits he may receive in respect of any such payment
- (g) or to Stephen Daldry or to any company in which Stephen Daldry has any interest pursuant to sub-clause 3(m) on the basis that Stephen Daldry withdraws from any meeting whilst his remuneration or the fees paid to such Company are discussed

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 its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound (£1).
8. If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst it or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
9. 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 takes place and of the property credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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

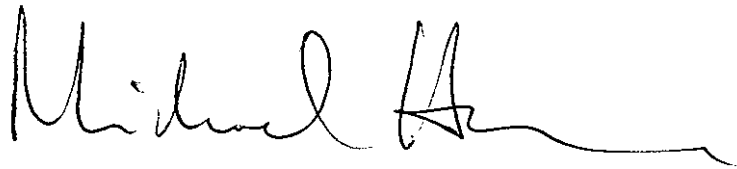
NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ALAN LAWRENCE BANES
19 CAVENDISH SQUARE
LONDON W1A 2AW



SOLICITOR


MICHAEL HARRIS
19 CAVENDISH SQUARE
LONDON W1A 2AW



SOLICITOR

Dated the ninth day of November 1998

Witness to the above signatures:-

Name: W. A. WALKER.
Signature: 
Address: 12 Surrenden Road
Staplehurst, Kent
Occupation: Legal Secretary.

THE COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE OLD VIC THEATRE TRUST 2000

1. GENERAL

- 1.1 In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context

Words Meanings

The Act	The Companies Acts 1985 to 1989 including any statutory modifications
These presents	These Articles of Association and the regulations of the Company from time to time in force
The Company	The above-named (The Old Vic Theatre Trust 2000)
Director	A Director appointed pursuant to Article 6 hereof
The Office	The registered office of the Company
The Seal	The common seal of the Company

Month

Calendar month

In Writing

Written printed lithographed partly one and partly another and other modes of representing or producing words in a visible form

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

Words importing the masculine gender only shall include the feminine gender and vice versa.

Wherever in these Articles any notice, resolution or other document is required to be signed by any person the reproduction of the signature of such person by means of telex print-out or facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.

Reference herein to any provisions of the Act shall be a reference to such provisions as modified or re-enacted by any Statute for the time being in force

Subject as aforesaid any words or expressions defined in the Act or any statutory modification or re-enactment thereof in force at the date on which these presents become binding on the Company shall if not inconsistent with the subject or context, bear the same meanings in these presents. Save where inconsistent with these presents (in which case these presents shall prevail) the Regulations set out in Table C Companies (Tables A to F Regulations) 1985 (SI 1985 No 805) shall apply to the Company.

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

2. MEMBERS

2.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to the membership of the Company in accordance with these

Articles shall be Members of the Company and their names shall be entered in the Register of members accordingly. No person shall be admitted a member of the Company unless he is approved by the Directors. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable.

2.2 Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member

2.3 The power of admitting members of the Company shall be exercisable by the Directors.

Any person elected by the Directors in accordance with the provisions of these Articles shall be a member of the Company for the period for which he is elected subject however to the provisions regarding termination of membership herein contained.

2.4 Every person desiring to become a member must before he can do so sign and deliver to the Company an application for admission in such reasonable form as the Directors may from time to time require. Upon receipt of any application for membership the Company shall enter the name of such person in the books of the Company and upon such entry such person shall become a member accordingly

2.5 The Directors may from time to time elect any persons who shall sign a written consent to their election to be honorary members for life or for such other period as the Directors may determine. Honorary members shall be entitled to all the rights of members except the right to vote at meetings but shall not be subject to the obligation of members

2.6 The Directors may from time to time sub-divide membership into different categories and may create different branches or sections and determine to which category branch and section individual members shall belong

3. GENERAL MEETINGS

- 3.1 The Company shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Directors 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 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 its incorporation or in the following year
- 3.2 All General Meetings other than Annual General Meetings shall be called Extraordinary Meetings
- 3.3 The Directors may whenever they think fit convene an Extraordinary Meeting and Extraordinary Meetings shall also be convened by the Directors on such requisition or in default may be convened by such requisitionists as provided by the Act
- 3.4 Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice at the least of every other General Meeting (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) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive any notices from the Company; but with the consent of all the members entitled to receive notice thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those members may think fit
- 3.5 The accidental omission to give notice of a 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 held at any meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 All business shall be deemed special business that is transacted at any Extraordinary Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Directors and of the auditors and the appointment of and the fixing of the remuneration of the auditors
- 4.2 No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided two persons or one tenth of the membership (whichever is the greater) entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum
- 4.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting if 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 to such other day at such other time and place as the Directors shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum
- 4.4 The Chairman of the Board of Directors shall preside as Chairman at every General Meeting but if at any time there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose some other Director to take the chair
- 4.5 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be

entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting

4.6 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or, on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.

(a) by the chairman; or

(b) by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member. A declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book 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 that resolution. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members

4.7 In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote

5. VOTES OF MEMBERS

5.1 At General Meetings of the Company every member shall have one vote.

5.2 On a poll votes may be given either personally or by proxy. Only one proxy shall have the power to vote.

5.3 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and in any usual or common form or in such other form as the

Directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office of the Company or with the Secretary or the chairman of the meeting prior to the commencement of the meeting.

6. DIRECTORS

- 6.1 The number of Directors shall be not less than three nor until otherwise determined by a General Meeting more than fifteen. The first directors shall be appointed by the subscribers to the Memorandum of Association.
- 6.2 Following the appointment of the first directors, Sally Bourne (also known as Sally Greene) (or such other person appointed by Sally Bourne in writing from time to time for this purpose which power shall continue for no longer than Sally Bourne has such rights) shall have power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Directors shall not at any time exceed any maximum number fixed in accordance with these Articles. In the event of Sally Bourne ceasing to be a Director pursuant to Article 6.4.1 or Articles 11.1, 11.2, 11.4 or 11.5 then the said power of appointing new Directors shall vest in the Directors
- 6.3 The Directors shall cause Minutes to be made of all appointments and removals made under the provisions hereof
- 6.4 Every Director appointed pursuant to this Article 6 shall hold office until:-
- 6.4.1 he is either removed or dies or vacates office and (subject to the provisions of s.303 of the Act) to the provisions of these Articles; or
- 6.4.2 (other than Sally Bourne) until the end of the Annual General Meeting following the expiry of three years from the date of his or her appointment and any such person shall be eligible for re-election and thereafter (other than Sally Bourne)

until the end of the next following Annual General Meeting and any such person shall be eligible for re-election.

- 6.5 The Directors save as mentioned in the Memorandum of Association shall not be entitled to receive any remuneration but may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with the purposes of the Company

7. POWERS OF THE DIRECTORS

- 7.1 The business of the Company shall be managed by the Directors who may pay all such expenses of and preliminary to promotion formation establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not done by the Act or by these presents required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations contained in these presents to the provisions of the Act and to such regulations 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 Directors which would have been valid if such regulation had not been made

- 7.2 If the number of directors should fall below three the remaining directors shall have power to act only for the purposes of appointing new directors or of calling a general meeting

8. BORROWING

The Directors may exercise all the powers of the Company to borrow money for the purposes of the Company's business and there shall be no express limitation on the borrowing powers

9. SECRETARY

The Secretary shall be appointed from time to time by the Directors for such time at such reasonable remuneration and upon such conditions as they may think fit

and any Secretary so appointed may be removed by them provided always that no Director may be appointed as Secretary or as assistant or deputy Secretary. The provisions of the Act shall apply and be observed. The Directors may from time to time 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

10. THE SEAL

The Company may have a Seal if it so wishes. If the Company has a Seal the Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

11. DISQUALIFICATION OF DIRECTORS

The office of Director shall ipso facto be vacated:-

- 11.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors; or
- 11.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
- 11.3 if by notice in writing to the Company he resigns his office; or
- 11.4 if he ceases to hold office by virtue of any provision of the Act or is disqualified from acting as a trustee by virtue of any legislation in force for the time being; or
- 11.5 if he be removed from office by an Ordinary Resolution of the Company in accordance with the relative provisions of these Articles

12. PROCEEDINGS OF THE DIRECTORS

- 12.1 The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined three Directors or one third of the Directors, (whichever shall be the greater) shall form a quorum for all business transacted at Meetings of Directors
- 12.2 A Director may and on the request of a Director the Secretary shall at any time summon a meeting of the Board of Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 12.3 The first Chairman of the Board of Directors shall be that person appointed as Chairman by a simple majority of the Members and shall hold office until the termination of the first Annual General Meeting of the Company. Such appointment shall be made by instrument in writing signed by or on behalf of the relevant majority and shall take effect upon lodgment of the instrument at the registered office. Thereafter the Chairman of the Board of Directors shall be that person appointed as Chairman by such a majority as aforesaid at each Annual General Meeting of the Company and each Chairman so appointed shall hold office from the date of his appointment until determination of the Annual General Meeting next following the Annual General Meeting at which he was appointed. If at any meeting such Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside or if no such Chairman shall for the time being be appointed the Directors present shall choose one of their number to be Chairman of the meeting
- 12.4 A meeting of the Directors 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 Directors generally
- 12.5 All acts bona fide done by any meeting of the Board of Directors or by any person acting as a Director shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or that they or any of them were disqualified or had vacated office be as

valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director

- 12.6 A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of s.317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with that section. Furthermore such a Director shall not be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present
- 12.7 The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company and of the Board of Directors and all business transacted at such meetings and any such minutes of any meeting if purporting to be 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
- 12.8 A resolution in writing signed by all Directors for the time being of the Company including the Chairman of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and constituted and may consist of several documents in the like form each signed by one or more Directors

13. PATRONS, PRESIDENT AND VICE PRESIDENTS

The Directors may by ordinary resolution in General Meeting appoint from time to time one or more Patrons, a President and one or more Vice Presidents for such period or respective periods of office as the Directors may by such resolution determine who need not be members of the Company but must have agreed in writing to accept office and the Directors may in like manner determine the period of office and remove any person previously appointed prior to the determination of his period of office by effluxion of time. A retiring Patron or President or Vice President shall be eligible for re-appointment but subject thereto only such persons shall be eligible for appointment as shall be recommended by the Directors. The Patrons, President and Vice Presidents for the time being shall ex

officio be entitled to receive notice of and to attend and speak at any meetings of the Company or the Directors but (without prejudice to the rights as members of any who may be members) not to vote.

14. ACCOUNTS AND ANNUAL RETURN

14.1 The Directors shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place
- (b) all sales and purchases of goods or services by the Company and
- (c) the assets and liabilities 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 affairs of the Company and to explain its transactions

14.2 The books of account shall be kept at the Office or subject to the Act at such other place or places as the Directors shall think fit and shall as the Directors may from time to time direct be open to the inspection of the Directors

14.3 At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than ten months before such meeting together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors and copies of such account balance sheets and reports (all of which shall be made 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 days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are

hereinafter directed to be served. The auditors' report shall be open to inspection and be read at the meeting as required by the Act

- 14.4 The Directors shall comply with obligations under charity legislation from time to time in force with regard to the preparation of an annual return and its return to the Charity Commissioners

15. AUDIT

- 15.1 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

- 15.2 Auditors shall be appointed and their duties regulated in accordance with the Act

16. NOTICES

- 16.1 A notice may be served by the Company upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his registered address as appearing in the register of members

- 16.2 Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company

- 16.3 Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in providing such a service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a pre-paid letter

17. INDEMNITY

17.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

17.2 The Directors shall have power to purchase and maintain an insurance policy for any Director, officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(l) of the Act

18. DISSOLUTION

Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

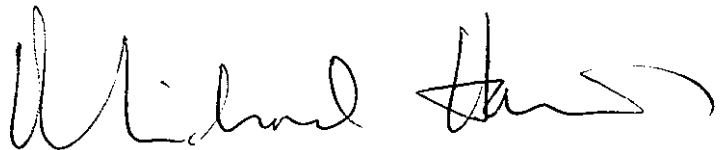
NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ALAN LAWRENCE BANES
19 CAVENDISH SQUARE
LONDON W1A 2AW



SOLICITOR

MICHAEL HARRIS
19 CAVENDISH SQUARE
LONDON W1A 2AW



SOLICITOR

Dated the *ninth* day of November 1998

Witness to the above signatures:-

Name: *W. A. WALKER*

Signature: *W. A. Walker*

Address: *12 Surrenden Road,
Staplehurst, Kent.*

Occupation: *Legal Secretary.*