

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF

CINENOVA LIMITED



THE COMPANIES ACTS OF 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF CINENOVA LIMITED

1 Name of Company

The name of the Company is Cinenova Limited called in this document 'the Company'

2. Registered Office

The registered office of the company will be in England and Wales

3. Objects of the Company

3 1 The objects of the Company are

- (a) To promote, maintain, improve and advance education for the public benefit particularly in respect of women by the production, showing and distribution of educational films and the encouragement of the arts including the arts of drama, ballet, music, singing, literature, sculpture, painting and film making and to formulate, prepare and establish schemes for encouraging the arts
- (b) To do any other charitable activity

4. Statement of Intention

The company must remain non-party in politics and non-sectarian in religion. It must not discriminate on the grounds of race, sex, religious or political beliefs or other opinion

5. What the Company May Do

5 1 The Company may do anything lawful that may be necessary in order to promote its objects including the use of the following powers

- (a) Publish, present, promote, distribute, organise, provide, manage and produce such books, plays, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures, exhibitions and other literary, musical, dramatic and artistic entertainments.

performances and exhibitions as are conducive to the promotion, maintenance and advancement of the arts

- (b) Provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises which the Company may need for its objects
- (c) Employ and pay any employees, officers, servants and professional or other advisers so long as no member of the Management Committee is so employed
- (d) Subject to any consents required by law to raise funds and borrow moneys, invite and receive contributions from anyone through subscriptions or in any other way
- (e) Subject to any consents required by law to buy, take on a lease, hire charge or mortgage or acquire any land or property of any sort
- (f) Construct, alter and maintain any building or structures
- (g) Print and publish anything in furtherance of the objects
- (h) To provide or procure the provision of counselling and guidance in furtherance of the objects or any of them
- (i) To promote and advertise the Company's activities
- (j) Apply for, seek, obtain and accept government or other grants
- (k) Invest any money that the Company does not immediately need in any investments, securities or properties and in selecting such investments power to take into account ethical, moral and environmental issues raised
- (l) Undertake any charitable trust or any charitable agency business which may promote the Company's objects
- (m) Make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants
- (n) To carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or the trade is temporary and ancillary to the carrying out of the objects aforesaid and to incorporate any wholly owned company to carry on any such trade

- (o) To establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own
- (p) Purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Company is authorised to join and perform any of their engagements
- (q) Transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join
- (r) Open and operate banking accounts and other banking facilities
- (s) Enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's objects
- (t) Insure any risks including indemnity for any employees, directors or trustee liabilities
- (u) To make such ex gratia payments as are considered reasonable and fair
- (v) To pay all the expenses and costs of establishing this Company

6. Restrictions on What the Company Can Do

- 6.1 If the Company takes or holds any property which may be subject to any trusts, it may only deal with or invest the property in accordance with the law governing such trust
- 6.2 The Company's objects must not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers
- 6.3 If the Company takes or holds any property which is subject to the jurisdiction of the Charity Commissioners for England and Wales it must not sell, mortgage, charge or lease the property without any authority, approval or consent required by law. The Management Committee of the Company is chargeable for property that comes into their hands. They are as answerable and accountable for their acts, receipts, neglects, defaults and proper administration of the property as they would have been if the Company had not been formed into a company. The formation of the Company into a company does not affect any control or authority that the Chancery

Division of the High Court or the Charity Commissioners can exercise over the Management Committee. Concerning the property the members of the Management Committee are subject jointly and separately to that same control or authority as if the Company had not been formed into a company.

- 6.4 The income and property of the Company must be applied solely towards promoting its objects. None of it may be paid or transferred directly or indirectly to members of the Company in any way except as shown below under 'Allowed Payments'.

7 Allowed Payments

7.1 The Company may pay

- (a) Reasonable and proper payment to any officer or servant of the Company who is not a member of its Management Committee for any services to the Company.
- (b) Interest on money lent by any member of the Company or its Management Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- (c) Reasonable out-of-pocket expenses to any member of the Management Committee.

Reasonable and proper payment to a company of which a member of the Management Committee holds not more than a hundredth of the capital.

- (e) Reasonable and proper rent of premises demised or let by any member of the Company or its Management Committee. Provided that no member of the Company or the Management Committee shall be present during the discussion of or voting on any decision to borrow money from or pay rent to that member.

8 Alterations to this Memorandum

- 8.1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days notice of it must be given and 75% of those voting must be in favour of it. Such a resolution may be passed on less notice if 95% of the total number of members having the right to vote agree.

8 2 Alterations may only be made to the objects of the Company, this clause or the final clause of this Memorandum with the Charity Commission's written consent

8 3 The Charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration

9 Limited Liability

9 1 The liability of the members is limited

10. Guarantee by Members of the Company

10 1 Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if

(a) The Company is wound up while he or she is a member or within a year afterwards, and

(b) The Company has debts and liabilities which cannot meet out its assets

11. Winding Up of the Company

11 1 If the Company is wound up or dissolved and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar objects to those of the Company and must prohibit the distribution of its income and property among members to an extent at least as great as that required by this Memorandum of Association

11 2 The institutions will be chosen by the members of the Company at or before the time when the Company is wound up or dissolved

THE COMPANIES ACTS OF 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF CINENOVA LIMITED

1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts
The Company	Cinenova Limited
The Articles	These Articles of Association and the regulations of the Company
The Management Committee	The Management Committee of the Company whose members are directors of the Company
The Office	The registered office of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written printed or lithographed or partly one and partly another and other ways of showing and reproducing words in a visible form

- * 3 Words in the singular include the plural and vice versa
- 4 The words person or people include corporations
- * 5 Apart from the words defined above any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Company will have the same meanings in these Articles provided they are consistent with the subject or context
- 1 6 Headings are not part of the Memorandum or Articles
- 2. The Constitution of the Company; Rights of Inspection by Members
 - 2 1 The Company is established for the objects shown in the Memorandum of Association
 - 2 2 A copy of the Memorandum and Articles and any rules the Management Committee make must be available for inspection at the Office Any member must be given a copy of these on payment of a reasonable fee fixed by the Management Committee
- 3. Registrar of Members
 - 3 1 The Company must keep at the Office a registrar of members showing their name, address and date of membership
 - 3 2 On signing this registrar, people qualifying for membership under these Articles become members
 - 3 3 The registrar is available for inspection
- 4. Membership
 - 4 1 Membership is automatic to anyone who has a film in distribution with Cinenova for the duration of their contract Membership is also open to members of staff past and present volunteers and ex board members subject to the approval of the serving Management Committee In addition the Management Committee may decide to admit to membership other individuals Members must be aged 18 or over
- 5. No Transfer of Membership
 - 5 1 None of the rights of any member of the Company may be transferred to any other person

6 Ending of Membership

6.1 A member stops being a member of Company if

- (a) The member resigns from membership by giving notice in writing to the Company
- (b) Membership is ended under Article 7
- (c) The member's subscription (if any) remains unpaid six months after it is due and the Management Committee resolves to end that person's membership

6.2 However the Management Committee may make a resolution allowing anyone no longer eligible for membership to remain a member until the resolution is reversed by the Management Committee or at a general meeting

7 Removal from Membership

7.1 The Management Committee may suspend the rights of any member by giving him or her notice in writing of suspension

7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Office against the suspension. If no appeal is received the member automatically stops being a member. If an appeal is received within the time limit the suspension must be considered by the next meeting of the Management Committee. The member has the right to be heard at the meeting. The meeting must either confirm the suspension in which case the person is out of membership or lift the suspension

8 General Meetings

8.1 Each year the Company must hold an Annual General Meeting in addition to any other general meeting in that year. The Annual General Meeting must be specified as such in the notices calling it. The first Annual General Meeting must be held within 15 months of the incorporation of the Company after which not more than 15 months must pass between one Annual General Meeting and the next

9 Extraordinary General Meetings

9.1 All general meetings except Annual General Meetings are called extraordinary general meetings

10. Calling of Extraordinary General Meetings

- 10.1** The Management Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 10% of the members of the Company request it whichever is the greater.

11. Notice of Meetings

- 11.1** An Annual General Meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days notice in writing. Other meetings of the Company must be called by giving at least 14 clear days notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.
- 11.2** However, even if shorter notice is given than that shown in Article 11.1 the meeting will be treated as having been correctly called if it is so agreed.
- (a)** In the case of an Annual General Meeting, by all the members entitled to attend and vote at it.
- (b)** In the case of any other meeting, by a majority of members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights.

12. Ordinary and Special Business at General Meetings

- 12.1** At an extraordinary general meeting all business will be treated as special business. At an Annual General Meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Management Committee and Auditors, the election of members of the Management Committee in place of those retiring, the appointment and the fixing of the payments to the Auditors.

13. Quorum

- 13.1** Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 6 unless shown differently below.

14. Adjournment if no Quorum

- 14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time a quorum is not present. If called in another way, the meeting must be adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Management Committee may decide.
- 14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time the members present be a quorum.

15. Chairperson

- 15.1 The Chairperson (if any) of the Management Committee must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Management Committee present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

- 16.1 If at any meeting no member of the Management Committee is willing to act as Chairperson or if no member of the Management Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

- 17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

- 18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on the show of hands unless a poll is

demand (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. No proxy votes are allowed

19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of votes need not be entered in the minute book

19.2 The demand for a poll may be withdrawn.

20. When a Poll is Taken

20.1 A poll must be taken immediately if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll

20.2 The Chairperson will decide how a poll will be taken. The result of the poll will be treated as a resolution of the meeting

21. One Member, One Vote

21.1 Every member has one vote including the Chairperson. If the votes are level the Chairperson has a casting vote

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid

(a) It must be in writing.

(b) It must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings

23. Management by Members of the Management Committee

23.1 The business of the Company is managed by the Management Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the

Management Committee are at all times governed first by the Act, second by the Memorandum and Articles and third by any regulations that a general meeting may prescribe

- 23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Management Committee which would otherwise have been valid

24. Powers of the Management Committee

- 24.1 The Management Committee may, subject to such consents as the law requires, use all the powers of the Company to:
- (a) Borrow money
 - (b) Mortgage or charge its property or any part of it
 - (c) Issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable body where such action will directly further the objects of the Company
 - (d) Effect any insurance including insurance to indemnify any member of the Management Committee for any liability as director or as trustee or otherwise

25. Payment of Subscriptions

- 25.1 All members must pay such subscriptions that the Management Committee may decide from time to time.

26. Cheques and Bills etc

- 26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise made in the way that the Management Committee decides from time to time and cheques shall be signed by two Management Committee members unless the Management Committee otherwise decides.

27. Indemnity of Members of the Management Committee

- 27.1 In the management of the affairs of the Company no member of the Management Committee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice)

before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

- 27.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled, every member of the Management Committee 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 judgement was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

28. Payment of Reasonable Expenses to Members of the Management Committee

- 28.1 The members of the Management Committee may be paid reasonable out of pocket expenses that they have properly incurred in connection with the business of the Company.

29. The Keeping of the Minutes

- 29.1 The Management Committee must have minutes entered in the minute books:
- (a) Of all appointments of officers by the Management Committee
 - (b) Of the names of the members of the Management Committee present at each of its meetings and of any committee of the members of the Management Committee.
 - (c) Of all resolutions and proceedings at all meetings of:
 - (i) The Company
 - (ii) The Management Committee
 - (iii) Committees or subcommittees of the Management Committee

- 29 2 All members of the Management Committee present at the kinds of meetings mentioned in (i) and (ii) must sign their name in the book to be kept for that purpose

30. The Make Up of the Management Committee

- 30 1 The first Management Committee consists of those people named in the Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed or appointed by them. They hold office until the first Annual General Meeting. After that, the Management Committee consists of not more than twelve members or representatives of members to be elected from among and by the members at the Annual General Meeting

31. Retirement of Members of the Management Committee

- 31 1 At each Annual General Meeting one third of the Management Committee must retire. But all are eligible for re-election

32. Change in Make Up and Number of the Management Committee

- 32 1 The make up and number of the Management Committee may be varied but not reduced below five. Variation can only be by resolution approved by two thirds of the Management Committee and ratified at a general meeting by a majority vote of the members present at the meeting.

33. Notification of Change of Members of the Management Committee to the Registrar of Companies

- 33 1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

34. Co-option of Members of the Management Committee

- 34 1 The Management Committee can appoint anyone to fill a vacancy in membership of the Management Committee or can co-opt additional members of the Management Committee. But no more than five extra members may be co-opted. They will hold office until the next Annual General Meeting. They will be eligible for re-election.

35. Ending of Management Committee Membership

- 35 1 A member of the Management Committee must cease to be a member if he or she:

- (a) Is employed by the Company or holds any office of profit under the Company
- (b) Becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
- (c) Becomes barred from membership of the Management Committee because of any order made under the Act.
- (d) Becomes of unsound mind.
- (e) Resigns the office by notice in writing to the Company.
- (f) Is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract.
- (g) Is removed from office.

36. Removal of a Member of the Management Committee by a General Meeting

36.1 A general meeting of the Company may remove any member of the Management Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and member may say.

36.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days notice must be given to the Company and at least 21 days notice to the membership. Once the company receives such notice it must immediately send a copy to the member of the Management Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out the member may require it to be read to the meeting.

37. Removal of a Member of The Management Committee by the Management Committee

37.1 If a member of the Management Committee fails to attend three consecutive meetings of the Management Committee or to attend six meetings in any twelve month period, the Management Committee may resolve that he or she be removed from the Management

Committee The member must be given at least seven days notice in writing of the resolution

38. Meetings of the Management Committee

- 38.1 The Management Committee may meet, adjourn and run its meetings as it wishes subject to the rest of these Articles.
- 38.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal the Chairperson has the casting vote.
- 38.3 A member of the Management Committee may, and the Secretary if requested by a member of the Management Committee must, summon a meeting of the members of the Management Committee
- 38.4 Notice of a meeting need not be given to any member of the Management Committee who is out of the United Kingdom

39. Officers of the Management Committee

- 39.1 The Management Committee must elect a Chairperson, Secretary, treasurer and any other officers that it wishes.

40. Notice of Management Committee Meetings to Employees

- 40.1 The Company's employees are entitled to the same notice as the members of the Management Committee of any meeting of the Management Committee. They are entitled to attend it and speak at it subject to the rules shown in these Articles.

41. Meetings Open

- 41.1 Meetings of the Management Committee must normally be open to members of the Company or those who have business with the Management Committee. But these non members of the Management Committee can speak only by permission of the Management Committee. They may not vote. If they wish to raise a matter they should apply to the Chairperson before the meeting.
- 41.2 The Management Committee can exclude any non member of the Management Committee for any parts of the business that they decide should be discussed in private

42. Quorum of the Management Committee

- 42.1 A general meeting of the Company must fix the quorum necessary for business to be done at a Management Committee meeting. The quorum is four unless otherwise fixed by the Company in general meeting.

43. Vacancies on the Management Committee

- 43.1 The Management Committee may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Company.

44. A Resolution May be Approved by Signature Without a Meeting

- 44.1 A resolution in writing signed by all the members of the Management Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of Management Committee or sub-committee.

45. Validity of Acts done at Meetings

- 45.1 It may be discovered that there was some defect in the appointment of a member of the Management Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Management Committee is as valid as if there were no defects of disqualification.

Sub-Committees

46. Delegation of Management Committee Powers to Sub-Committees

- 46.1 The Management Committee may delegate the administration of any of its powers to Committees consisting of one or more of its members. A sub-committee must conform to any regulations that the Management Committee imposes on it.
- 46.2 The members of the Management Committee on the sub-committee may (unless the Management Committee directs otherwise) co-opt any person or people to serve on the sub-committee.
- 46.3 All acts and proceedings of the sub-committee must be reported to the Management Committee as soon as possible.

47. Chairperson of Sub-Committees

- 47 1 A sub-committee may elect a Chairperson of its meetings if the Management Committee does not nominate one.
- 47 2 If at any meeting the sub-committee's Chairperson is not present within ten minutes after the appointed starting time, the members present may choose one of their number to be Chairperson of the meeting.

48. Meetings of Sub-Committees

- 48.1 A sub-committee may meet and adjourn whenever it chooses.
- 48.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 48 3 The sub-committee must have minutes entered in the minute book. Copies of these minutes must be given to all members of the Management Committee.

Company Secretary

49. Appointment and Removal of the Company Secretary

- 49 1 The members of the Management Committee appoint the Company Secretary. They decide his or her period of office, pay and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Management Committee.

50. Actions of Directors and Company Secretary

- 50 1 The Act says that some actions must be taken both by a member of the Management Committee (a Director) and by the Company Secretary. If one person is both a member of the Management Committee and the Company Secretary, it is not enough for him or her to do the action first as a Management Committee member and then as Company Secretary.

51. The Seal

- 51 1 If the Company shall decide to use a Company Seal the Management Committee must provide safe custody of the Seal

- 51.2 The Seal may only be used as the authority of the Management Committee or of a sub-committee authorised by the Management Committee to use it.
- 51.3 Everything to which the Seal is affixed must be:
- (a) Signed by a member of the Management Committee
 - (b) Countersigned by the Secretary or by a second member of the Management Committee or by some other people appointed by the Management Committee for that purpose.

Accounts

52. Proper Accounts Must be Kept

- 52.1 The Management Committee must have proper books of account kept in accordance with the law. In particular the books of account must show
- (a) All amounts received and spent by the Company
 - (b) All sales and purchases by the Company.
 - (c) The assets and liabilities of the Company
- 52.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

53. Books Must be Kept at the Office

- 53.1 The books of account must be kept at the registered office of the Company or at other places decided by the Management Committee. The books of account must always be open to inspection by members of the Management Committee.

54. Inspection of Books

- 54.1 The Management Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Management Committee. A member who is not on the Management Committee may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Management Committee or a general meeting.

55. Profit and Loss Account and Balance Sheets

55.1 The Management Committee must for each accounting period put before a general meeting of the Company:

- (a) Any profit and loss accounts.
- (b) A report by the Management Committee on the state of the Company as required by the law.

55.2 The Management Committee must file with the Company's Registrar the annual returns that are required.

56. Copies for Members

56.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are:

- (a) A copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting.
- (b) A copy of the Auditors' report.
- (c) A copy of the report of the members of the Management Committee.

56.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know.

57. Appointment of the Auditors

57.1 Properly qualified auditors must be appointed. Their duties are regulated by the law. At least once a year the Auditors must examine the books of account and the correctness of the income and expenditure account and balance sheet.

58. Service of Notices

58.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been

received 48 hours after the envelope containing it was posted by first class post and 72 hours after posting if posted by second class post

59. Accidental Omission of Notice

- 59 1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting

60. Who is Entitled to Notice of General Meetings

- 60 1 Notice of every general meeting must be given to:

- (a) Every member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom).
- (b) The Auditors of the Company
- (c) The employees of the Company.
- (d) All those (if any) with rights of nominating representatives to the Management Committee.

- 60 2 No-one else is entitled to receive notice of general meetings.

61. Alteration of the Articles

- 61 1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.

- 61 2 Any alteration must be notified to the Registrar of Companies and the Charity Commission.

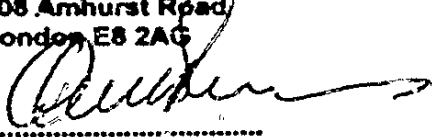
62. Dissolution of the Company

- 62 1 The Management Committee or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of general meetings.

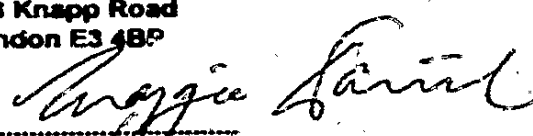
- 62 2 Any surplus must be used in accordance with the provisions of the Memorandum of Association

63. Signatures, Addresses and Occupations of Subscribers

Elaine Burrows
Basement Flat
108 Amhurst Road
London E8 2AG


.....
Archivist

Naggie Warwick
153 Knapp Road
London E3 4BP

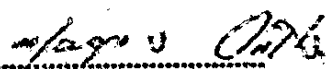

.....
Arts Administrator

Jo Buxton
16 Plympton Road
Hastings
Sussex TN34 3LT


.....
IT Consultant

Dated this day of 1996

Witness to the above signatures


.....
Margaret Trotter (Accountant and Company Secretary)
Flat 3
Grafton Court
Dalston Lane
London E8 1AL