

Company No 1806414

THE COMPANIES ACTS 1985 AND 2006

CERTIFIED TRUE COPY  
OF THE ORIGINAL  
*Amr*  
A.D. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
8 JAN 2008

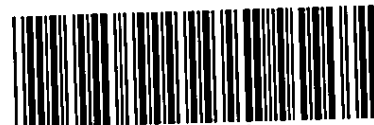
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

CHARITY PROJECTS (the "Company")

SATURDAY



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10/05/2008  
COMPANIES HOUSE

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation. 29 January 2008

We the undersigned, being members of the Company holding at least 75% of the voting rights in the Company who, at the date of this Resolution, would be entitled to attend and vote at a general meeting of the Company, **RESOLVE** as a Special Resolution

**THAT** the Company adopt new Articles of Association in the form attached to this Resolution

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above Special Resolution

SIGNATURE *Michael Harris*  
NAME MICHAEL HARRIS  
DATE 30th Jan. 2008.


SIGNATURE *Colin Howes*  
NAME COLIN HOWES  
DATE 30 JAN 2008

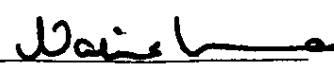
SIGNATURE *Simon Perry*  
NAME ~~Simon Perry~~  
DATE 30/1/08

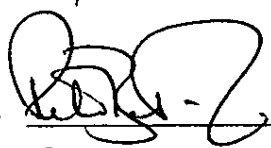
SIGNATURE *A. McGowan*  
NAME ALEC MCGOWAN  
DATE 30-1-08

SIGNATURE *Jana Bennett*  
NAME Jana Bennett  
DATE 30/1/08

SIGNATURE *John Bennett*  
NAME JOHN BENNETT  
DATE 30 1 08.

SIGNATURE   
NAME MICHAEL SOTIRI  
DATE 30/1/08

SIGNATURE   
NAME NALINI VARNA  
DATE 30/01/2008

SIGNATURE   
NAME Peter Bennett Jones  
DATE 30/1/08

SIGNATURE \_\_\_\_\_  
NAME \_\_\_\_\_  
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DATE \_\_\_\_\_

CERTIFIED TRUE COPY  
OF THE ORIGINAL  
  
A.C. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
8 MAY 2008

Company No 1806414

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**WRITTEN RESOLUTION**

of

**CHARITY PROJECTS (the "Company")**

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation 29 January 2008

We the undersigned, being members of the Company holding at least 75% of the voting rights in the Company who, at the date of this Resolution, would be entitled to attend and vote at a general meeting of the Company, **RESOLVE** as a Special Resolution

**THAT** the Company adopt new Articles of Association in the form attached to this Resolution

**AGREEMENT**

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SIGNATURE




NAME

RICHARD W.A. CURTIS

DATE

30/1/08

CERTIFIED TRUE COPY  
OF THE ORIGINAL  
  
A. E. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
8 MAY 2008

Company No 1806414

THE COMPANIES ACTS 1985 AND 2006

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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of

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PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation 29 January 2008

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**AGREEMENT**

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SIGNATURE W.H.R. Cayton.

NAME W. H. R. CAYTON

DATE 30 January 2008

CERTIFIED TRUE COPY  
OF THE ORIGINAL  
*[Signature]*  
A.C. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
8 MAY 2008

Company No. 1806414

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

CHARITY PROJECTS (the "Company")

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation 29 January 2008

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AGREEMENT

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SIGNATURE




NAME

EMMA V. FREUD

DATE

1-2-2008

CERTIFIED TRUE COPY  
OF THE ORIGINAL  
  
A.C. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
8 MAY 2008

Company No 1806414

THE COMPANIES ACTS 1985 AND 2006

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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**WRITTEN RESOLUTION**

of

**CHARITY PROJECTS (the "Company")**

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation: 29 January 2008

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**THAT** the Company adopt new Articles of Association in the form attached to this Resolution.

**AGREEMENT**

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SIGNATURE




NAME

LAURENCE NEWMAN

DATE

30/01/2008

CERTIFIED TRUE COPY  
of the ORIGINAL  
  
A.C. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
5 May 2008

THE COMPANIES ACTS 1985 AND 2006

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Company Limited by Guarantee  
and not having a Share Capital

---

ARTICLES OF ASSOCIATION  
Of  
CHARITY PROJECTS

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(as amended by Special Resolutions dated 18 January 1990 and  
19 April 1990 and 2 December 1992)

1. In these Articles:

'the 1985 Act' means the Companies Act 1985

'the 2006 Act' means the Companies Act 2006 (for the time being in force).

'the 1986 Act' means the Company Directors Disqualification Act 1986

'the Companies Acts' means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force

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

'Secretary' means any person appointed to perform the duties of the Secretary of the Company

'the United Kingdom' means Great Britain and Northern Ireland

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

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

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

- 3 (a) The Members of the Company in General Meeting may, subject to paragraph (c) below, admit to the membership of the Company such persons as they consider appropriate

- (b) The rights and privileges of a Member shall not be transferable.
  - (c) No person shall be admitted to be a Member unless he or she is prepared to assist to the best of his or her ability in the advancement of the main objects of the Company.
4. A Member of the Company shall (unless the Trustees resolve otherwise) cease to be a Member of the Company:
- (a) upon his or her giving notice in writing to the Company that he or she resigns his or her Membership;
  - (b) upon a two-thirds majority of the Trustees giving him or her notice requiring him or her to resign his or her Membership;
  - (c) (if an individual) upon his or her dying, becoming of unsound mind, or bankrupt, or his or her compounding with his or her creditors,
  - (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.
  - (e) (in the case of a Member holding the office of Trustee) upon his or her vacation of his or her office as Trustee.

#### REGISTERS

5. The Trustees shall cause the following registers to be kept at the Registered Office of the Company,
- (a) a Register of Directors,
  - (b) a Register of Members
- 6 The Trustees shall cause such Registers as are kept under the provisions of Article 5 hereof to be completed and made available for inspection in accordance with the provisions of the Companies Acts

#### GENERAL MEETINGS

- 7 The Company may in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint
- 8 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 9 The Trustees may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitionists, as provided by Section 303 of the 2006 Act. If at any time there are not within the United



Kingdom sufficient Trustees capable of acting to form a quorum, any Trustee or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trustees

#### NOTICE OF GENERAL MEETINGS

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

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed;

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat, and
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety percent of the total voting rights at the meeting of all the Members
- 11 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, the balance sheet, and the reports of the Trustees and Auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors
13. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business, save as herein otherwise provided, the quorum for any General Meeting shall be the greater of (i) two Members present in person or by proxy or (ii) one quarter of the Members entitled to receive notice of and vote at that General Meeting present in person or by proxy

- 14 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
15. The Chair, if any, of the Trustees shall preside as Chair at every General Meeting of the Company, or if there is no such Chair, or if he or she shall not be present within fifteen minutes after the time appointed to the holding of the meeting or is unwilling to act, the Trustees shall elect one of their number to be Chair of the meeting.
- 16 If at any meeting no Trustee is willing to act as Chair or if no Trustees are present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair of the meeting.
- 17 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 18 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chair or (b) by at least two Members present in person or by proxy or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
19. Except as provided in Article 21 if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.



'appoint                      of  
'or failing him or her                      of  
'as my / our proxy to vote for me/us on my/our  
'behalf at the (Annual or Extraordinary as the  
'case may be) General Meeting of the Company to  
'be held on the                      day of                      ,20 and  
'signed this                      day of                      20 '

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

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 30 Any corporation which is a Member of the Company may by resolution of its Directors or other Governing Body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or she represent as that corporation could exercise if it were an individual Member of the Company

#### TRUSTEES

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

#### BORROWING POWERS

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

## POWERS AND DUTIES OF THE TRUSTEES

- 35 The business of the Company shall be managed by the Trustees who may exercise all such powers of the Company as are not, by the Companies Acts or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Companies Acts or these Articles and to such regulations, being not inconsistent with the Companies Acts or these Articles 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 Trustees which would have been valid if that regulation had not been made. In particular the Trustees shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company
- 36 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the cause may be, in such manner as the Trustees shall from time to time by resolution determine
- 37 The Trustees shall cause minutes to be made of all appointments of officers made by them, of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees, and of all resolutions and proceedings at all meetings of the Company, and of the Trustees, and of committees of Trustees and any such minutes if signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
- 38 The Trustees may act notwithstanding any vacancy but if the number of Trustees is less than the minimum prescribed herein they may only act as Trustees to admit persons to membership of the Company to fill vacancies in the Trustees or summon a General Meeting

## DISQUALIFICATION OF TRUSTEES

- 39 (a) A person ceases to be a Trustee as soon as:
- (i) that person ceases to be a trustee by virtue of any provision of the 2006 Act or is prohibited from being a trustee by law,
  - (ii) a bankruptcy order is made against that person;
  - (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts,
  - (iv) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months,

- (v) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
  - (vi) notification is received by the company from the Trustee that the Trustee is resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms;
  - (vii) that person ceases to be a member of the Company, or
  - (viii) that person is removed from office by a resolution duly passed under s168 of the 2006 Act
- (b) A Trustee shall not vote in respect of any contract in which he or she is interested or any matter relating to such a contract and, if he or she does so vote, his or her vote shall not be counted

#### ROTATION OF TRUSTEES

- 40 (a) At the first Annual General Meeting of the Company all the Trustees shall retire from office, and at the first Trustee's Meeting in each subsequent calendar year one-third of the Trustees for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.
- (b) The Trustees to retire at the first Trustee's Meeting in any calendar year shall be those who have been longest in office since their last election, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (c) No retiring Trustees shall be eligible for re-election unless, not less than two days before the date appointed for the meeting, there shall have been left at the registered office of the Company written notice of his/her intention to stand for re-election as trustee, signed by the retiring Trustee
- (d) The Trustees at the meeting at which a Trustee retires in the manner aforesaid may fill the vacated office by electing a person to it, and in default the retiring Trustee shall, if offering himself or herself for re-election and having submitted the written notice required by Article 40(c), be expressly deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost
- (e) No person other than a Trustee retiring at the meeting shall unless recommended by the Trustees be eligible for election to the office of Trustee at any Meeting of the Trustees unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at

the registered office of the Company notice in writing, signed by a Trustee, of his or her intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected

- (f) Subject to Article 31(b) the Company may from time to time by Ordinary Resolution increase or reduce the number of Trustees, and may also determine in what rotation the increased or reduced number is to go out of office
- 41. The Company may by ordinary resolution, of which special notice has been given in accordance with section 312 of the 2006 Act, remove any Trustee before the expiration of his or her period of office notwithstanding anything in these articles or in any agreement between the Company and such Trustee
- 42. The Company may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding article. Without prejudice to the powers of the Trustees under Article 32 the Company in General Meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a Trustee on the day on which the Trustee in whose place he or she is appointed was last elected a Trustee

#### PROCEEDINGS OF TRUSTEES

- 43. (a) The Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of Trustees to any Trustees for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Trustees shall be two or one quarter of the total of Trustees whichever shall be the greater.
- (b) The Trustees may elect a chair of their meetings and determine the period for which he or she is to hold office, but if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chair of the meeting
- (c) A meeting of the Trustees 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 Trustees generally.
- 44. The Trustees may delegate any of their powers to committees consisting of such Trustees as they think fit, any committees so formed shall in the exercise of the powers so delegated conform to

any regulations that may be imposed on it by the Trustees. All acts and proceedings of such committees shall be reported in due course to the full body of Trustees.

45. A Committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chair of the meeting
46. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chair shall have a second or casting vote
47. All acts done by any meeting of the Trustees or a committee of Trustees, or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
48. A resolution in writing, signed by a simple majority of the Trustees for the time being entitled to receive notice of a meeting of the Trustees, shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held

#### THE SECRETARY

49. The Secretary may be appointed by the Trustees for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### THE SEAL

50. The Trustees shall provide for the safe custody of the Seal, which shall only be used by the authority of the Trustees or of a committee of the Trustees authorised by the Trustees in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second trustee or by some other person appointed by the Trustees for the purpose

#### ACCOUNTS AND TRUSTEES REPORT

51. The Trustees shall cause proper books of account to be kept in accordance with the provisions of the Companies Acts with respect to
  - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,
  - (b) the assets and liabilities of the Company, and
  - (c) all those matters required by the Companies Acts to be shown in the accounts of the Company



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

- 52 The books of account shall be kept at the registered office of the Company, or, subject to the Companies Acts at such other place or places as the Trustees think fit, and shall always be open to the inspection of the Trustees
- 53 The Trustees shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Trustees, and no Member (not being a trustee) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Trustees or by the Company in General Meeting subject nevertheless to the provisions of Clause 8 of the Memorandum of Association of the Company
54. The Trustees shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Companies Acts
- 55 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

#### AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

#### NOTICES

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

- (c) in electronic form, by sending an email to his or her email address supplied by him or her to the Company for the giving of notice to him or her, or
- (d) by website communication (subject to his or her consent to this form of communication for the giving of notices), provided he or she is notified of the presence of information on the website either by email or postal notification.

58 Notice of every General Meeting shall be given to.

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

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

#### DISSOLUTION

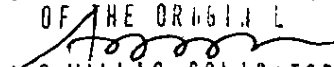
59 Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein

## NOTES

- (a) If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and return it using one of the following methods
- (i) **hand** delivering the signed copy to **Colin Simon, Comic Relief, 89 Albert Embankment, London SE1 7TP**
  - (ii) **post** returning the signed copy by post to **Andrew Willis, Comic Relief, 89 Albert Embankment, London SE1 7TP**
  - (iii) **fax** faxing the signed copy to us at **020 7820 5500** marked **"For the attention of Andrew Willis, Legal Adviser "**
  - (iv) **e-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [a.willis@comicrelief.com](mailto:a.willis@comicrelief.com)

If you do not agree to the Resolution, you do not need to do anything - you will not be deemed to agree if you do not reply

- (b) Once you have indicated your agreement to the Resolution and returned them to us, you may not revoke your agreement
- (c) Unless sufficient agreement has been received for the Resolution to pass **by 26 February 2008**, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before close of business on this date
- (d) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

CERTIFIED TRUE COPY  
OF THE ORIGINAL  
  
A.C. WILLIS, SOLICITOR  
COMIC RELIEF, LONDON SE1  
08/05/08