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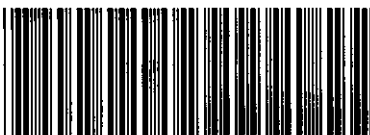
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4621916

The Registrar of Companies for England and Wales hereby certifies that
HALTWHISTLE FILM PROJECT LIMITED

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

Given at Companies House, Cardiff, the 19th December 2002



N04621916G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

HALTWHISTLE FILM PROJECT LIMITED

I, **GRAVIN BLACKBURN**

of **1 WOODHEAD COURT, HALTWHISTLE**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 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

Gravin Blackburn

Declared at

HALTWHISTLE

Day Month Year

On

1 4 12 2 0 0 2

● Please print name.

before me ●

LAURENCE JOHN THOMPSON, JP.

Signed

L.J. Thompson

Date

14/12/02

† 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.

**GRAVIN BLACKBURN, 1 WOODHEAD COURT,
HALTWHISTLE, NE49 9HG**

Tel 01434 322088

DX number

DX exchange



A50
COMPANIES HOUSE

0882
19/12/02

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

Companies House, Crown Way, Cardiff, CF14 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

462/1916

12



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

HALTWHISTLE FILM PROJECT
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

MARKET SQUARE

HALTWHISTLE

Post town

N

County / Region

NORTHUMBERLAND

Postcode

NE49 0BL

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be available to
the Registrar of Companies.

Gavin Blackburn

Tel 01434 320360

DX number

DX exchange



A50
COMPANIES HOUSE

0883
19/12/02

A27
COMPANIES HOUSE

0494
03/12/02

Form April 2002

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

Companies House, Crown Way, Cardiff, CF14 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

Company Secretary (see notes 1-5)

Company name

HALTWHISTLE FILM PROJECT

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

GAVIN NEALE

Surname

BLACKBURN

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

1 WOODHEAD COURT

Post town

HALTWHISTLE

County / Region

NORTHUMBERLAND

Postcode

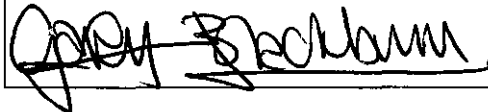
NE49 9HG

Country

ENGLAND

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

Consent



Date

14-11-02

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

CASPAR BENJAMIN

Surname

BERRY

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

4, MATKEN PLACE

FENHAM

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE + WEAR

Postcode

NE4 9DN

Country

ENGLAND

Day Month Year

Date of birth

1 0 0 5 1 9 7 3

Nationality

BRITISH

Business occupation

WRITER / DIRECTOR

Other directorships

TWENTY FIRST CENTURY MEDIA

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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 †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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 †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

CHFP000

Company Name

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

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Country

Day Month Year

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Nationality

Business occupation

Other directorships

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

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Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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

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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

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MISS		*Honours etc	
	Forename(s)	ALISON			
	Surname	DALE			
	Previous forename(s)	—			
	Previous surname(s)	—			
Address † <input type="checkbox"/>	SOUTH UNTHANK				
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Post town	HALTWHISTLE			
	County / Region	NORTHUMBRIA	Postcode	NE49 0HX	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		27	02	1964	BRITISH
	Business occupation	ARTIST / ILLUSTRATOR			
	Other directorships	HALTWHISTLE KIDS FUN CLUB			
I consent to act as director of the company named on page 1					
	Consent signature	Analee		Date	14 - NOV. 02

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Daniel Hurd

Date

14-11-02

Signed

Date

14-11-02

Signed

Analee

Date

14-11-02

Signed

M. P. Hurd

Date

14/11/02

Signed

Date

14/11/02

Signed

Paul Hurd

Date

14/11/02

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

100211

**The Companies Act
Memorandum of Association
of**

Haltwhistle Film Project Limited

A Company Limited by Guarantee and not having a share capital



1. The name of the company (hereinafter called the 'Company') is Haltwhistle Film Project Limited.
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects (the 'Objects') are:

to promote, maintain improve and advance education and training by the encouragement of the arts, specifically, but not exclusively, film video and multimedia;

to act as a community resource through the provision of equipment, expertise and facilities operating in accordance with the above objects for the particular, but not exclusive benefit of young people and disadvantaged groups;

to formulate, prepare and establish schemes that are of a charitable nature.
4. In furtherance of the Objects but not otherwise, the Company may exercise the following powers:
 - 4.1 to present, promote, organise, provide, manage and produce such plays, dramas, comedies, operas, films, broadcasts, concerts, musical pieces, entertainments and exhibitions, whether on any premises of the Company or elsewhere, as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the arts;
 - 4.2 to purchase, acquire and obtain interests in the copyright of or the right to perform or show any opera, play, mime, comedy, film, film scenario, stage piece or musical composition which can be used or adapted for the Objects;
 - 4.3 to enter into agreements with authors, actors, dancers, composers, musicians, producers and scriptwriters provided that such persons are not directors of the company;
 - 4.4 to purchase 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;

- 4.5 to retain or employ professional or technical advisers or workers, not being directors of the Company, in connection with the Objects and to pay reasonable and proper fees for their services;
- 4.6 for the purpose of promoting the Objects, to establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as directors or agents for or manage or lend money or other assistance to any charitable association, society or other body, corporate or unincorporated, having objects wholly or partly similar to those of the Company;
- 4.7 for the purpose of promoting the Objects, to co-operate with manufacturers, dealers or other traders and to co-operate with sources of publicity;
- 4.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
- 4.9 to raise funds and to invite and receive contributions, provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 4.10 to purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the Objects and to construct, maintain, alter and improve any buildings or erections necessary or convenient for the work of the Company;
- 4.11 to take any gift of property, whether or not subject to any trust, for any one or more of the Objects;
- 4.12 subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its Objects;
- 4.13 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.14 subject to such consents as may be required by law, to borrow or raise money for the Objects on such terms and on such security as may be thought fit whether by the creation and issue of debentures or debenture stock or otherwise;
- 4.15 to invest the moneys of the Company not immediately required for its Objects 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 required by law) but subject as hereinafter provided;

- 4.16 to establish, promote or assist any company or companies with exclusively charitable objects all or any of which are similar to the Objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose calculated to benefit the Company in the furtherance of the Objects;
- 4.17 to make any charitable donation either in cash or assets in furtherance of the Objects;
- 4.18 subject to Clause 5 below, to employ such staff, who shall not be directors of the Company, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 4.19 to purchase or otherwise acquire and undertake all or any of the property, assets and liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorised to co-operate or federate;
- 4.20 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company; and
- 4.21 to do all such other lawful things as shall further all or any of the Objects, provided that:

(a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(b) the Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

(c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and, as regards any such property, the directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such directors would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division


of the High Court or the Charity Commissioners over such directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.


5. The income and property of the Company shall be applied solely towards the promotion of the Objects 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 the members of the Company and no director of the Company shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, provided that nothing herein contained shall prevent any payment in good faith by the Company within this Clause:
 - 5.1 of the usual professional charges for business done by any director of the Company who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf, provided that at no time shall a majority of the directors of the Company benefit under this provision and that a director of the Company shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - 5.2 of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director of the Company;
 - 5.3 of interest on money lent by any member of the Company or director of the Company at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the directors of the Company;
 - 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a director of the Company may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 5.5 of reasonable and proper rent for premises demised or let by any member of the Company or any director of the Company;
 - 5.6 to any director of the Company of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while 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 amongst themselves such amount as may be required not exceeding £10


- 8 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members of the company, but shall be given or transferred to some other charity or charities having objects similar to the Objects and which prohibits the distribution of its or their Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done to some other charitable object.

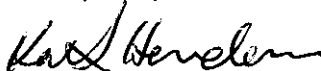
We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.



ALISON DALE
SOUTH UNTHANK
MALTRWISTLE
NORTHUMBERLAND
NE26 9OHX


G.P. Jackson
Brueside
Lambley
Brampton
CA8 7LQ


THOMAS RICHARD STREET
BARCLAYS BANK HOUSE
WESTGATE
MALTRWISTLE
NE49 9AF


CASPAR BERRY
4, MATTHEW PLACE
FENHAM
NEWCASTLE NE4 9DN


H.K. HENDERSON
26 SWANSFIELD PK RD
ALNWICK
NORTHUMBERLAND
NE66 1AT


DANIEL HUMES
HALL MEADOWS
MAIN STREET
MALTRWISTLE
NORTHUMBERLAND
NE49 0AZ

Signatures, Names and Addresses of Subscribers

Dated: 14/11/02

Witness to the above Signatures:

Name: ANDREW MCARTHUR

Address: DENEHOLME, MOUNT VIEW
TERRACE, STOCKSFIELD,
NORTHUMBERLAND NE43 7HL

Occupation:

Section 3 – Model Articles of Association

Introduction

The model Articles of Association of a company limited by guarantee and formed for undertaking artistic activities is provided by way of a guide and the Arts Council cannot accept liability for the content of or use of those Articles. The model is not comprehensive and it is advised that the recipient take legal advice on the specimen form of Articles and the formation of such a company.

Guidance notes

It is recommended that all charity directors read the Charity Commission's publication *Responsibilities of Charity Trustees (CC3)*.

The Secretary

The administration of board meetings will normally be one of the company secretary's primary duties. The secretary is responsible to the board for ensuring that board procedures are followed and that applicable rules and regulations are complied with.

Although the chair will usually have the final say on the items to be considered at board meetings, the secretary usually co-ordinates the preparation of the board agenda. At the meeting, the secretary's primary function will be to take the minutes and to give advice where necessary. After the meeting, the secretary will normally prepare the minutes for the approval of the chair, carry out any instructions arising from the meeting and ensure that the board's decisions are properly communicated to the relevant people.

Agenda

It is best practice for an agenda to be prepared and circulated in sufficient time to allow the directors to consider the matters to be discussed. The secretary will work closely with the chair in preparing the agenda and will normally advise him on the formal matters which need to be included.

It is advisable that the most important matters for discussion are placed near the top of the agenda. Generally, the agenda for board meetings will be structured along the following lines:

- apologies for absence;
- minutes of the previous meeting;
- matters arising from previous meeting (which may also be a substantive item);
- substantive items and reports;
- any other business; and
- date of next meeting.

Meetings

The business of the company cannot be administered properly unless the directors meet regularly. The frequency of meetings depends on the size and nature of the company, but a stated minimum number of directors' meetings per year should be set out within the governing document. The model Articles of Association state a minimum of four meetings per year (paragraph 61).

Model Articles of Association

Articles of Association of Haltwhistle Film Project Limited

Interpretation

1. In these articles:

The 'Act'

means the Companies Act 1985 including any statutory modifications or re-enactments thereof for the time being in force;

The 'Seal'

means the common seal if the Company has one;

'Secretary'

means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

the 'Directors'

means the directors of the Company;

the 'Auditors'

means the auditors to the Company for the time being;

the 'United Kingdom'

means Great Britain and Northern Ireland;

the 'Company'

means the company intended to be regulated by these articles;

the 'articles'

means these articles of association of the Company;

'clear days'

in relation to a period of notice means a period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'executed'

includes any mode of execution;

the 'memorandum'

means the memorandum of association of the Company;

a 'Member' means a member of the Company;
and

'office' means the registered office of the
Company.

2. Words importing the masculine gender only shall include the feminine gender.
3. Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

4. The Company is established for the purposes expressed in the memorandum.
5. The number of Members with which the Company proposes to be registered is [12] but the Directors may from time to time by resolution register an increase of Members.
6. The subscribers to the memorandum and such other persons as the Directors shall from time to time admit to membership shall be Members. No person shall be admitted a Member unless his application for membership is approved by the Directors.
7. The rights and privileges of a Member shall not be transferable.
8. A Member shall cease to be a Member:
 - 8.1 upon his giving notice in writing to the Company that he resigns his membership;
 - 8.2 upon the recommendation of the Directors by a resolution passed by a majority consisting of not less than two-thirds of the Directors present at a special meeting of the Directors (and at which the Member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence) giving him notice requiring him to resign his membership;
 - 8.3 if an individual, upon his dying, becoming of unsound mind, having a receiving order made against him or making an arrangement or compounding with his creditors generally; or

- 8.4 if a corporation, upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed in respect of any of its assets.

Registers

9. The Directors shall cause the following registers to be kept at the office:
- 9.1 a register of Members; and
- 9.2 a register of the interests of the Directors in debentures of the Company or its associated companies.
10. The Directors shall cause such registers as are kept under the provisions of article 9 to be completed and made available for inspection in accordance with the provisions of the Act and in particular, but without prejudice to the foregoing, to sections 325 and 352 of the Act.

General Meetings

11. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold three extraordinary general meetings each year.
13. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting.

Notice of General Meetings

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a

Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 14.1 in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- 14.2 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 95 per cent of the total voting rights at that meeting of all the Members;
- 15. The notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such;
- 16. The notice of a general meeting shall be given to all the Members and to the Directors and to the Auditors.
- 17. 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 the meeting.

Proceedings at General Meetings

- 18. 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; two Members present in person or by proxy or one tenth of the membership whichever shall be the greater shall be the quorum.
- 19. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 20. The chair, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chair of the meeting but, if neither the chair nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he shall be chair.

21. If at any meeting no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
22. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
23. 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 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
24. A resolution put to the vote of a 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:
 - 24.1 by the chair;
 - 24.2 by at least two Members having the right to vote at the meeting; or
 - 24.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
25. Unless a poll is duly demanded, a declaration by the chair 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

27. A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
28. In 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.
29. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
30. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
31. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chair, be of sufficient magnitude to vitiate the result of the voting.

Votes of Members

32. Every Member shall have one vote.
33. No Member shall be entitled to vote at any general meeting if either:
 - 33.1 all moneys presently payable by him to the Company have not been paid; or
 - 33.2 if such vote is upon a resolution whereby he is likely to receive a benefit under clause 5 of the memorandum.

34. A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. On a poll votes may be given either personally or by proxy.
35. Any organisation which is a Member may by resolution of its directors or other governing body authorise such persons 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 organisation which he represents as that organisation could exercise if it were an individual Member.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is an organisation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may need not be a Member.
37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:
- 'I/We _____ of _____, being a member/members of the above-named Company, hereby appoint of _____ or _____ failing him, _____ of _____ as my/our proxy 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 _____ 2XXX, and at any adjournment thereof.

Signed this _____ day of _____ 2XXX.'

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

Directors

40. The number of Directors shall be not less than three nor unless otherwise determined by a general meeting more than 15. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. Future Directors shall be appointed as provided subsequently in the articles.
41. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director 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 Directors who are to retire by rotation at such meeting.
42. No person who is not a Member shall be entitled to hold office as a Director.
43. No Director shall vacate his office or be ineligible for re-appointment as Director nor shall any person be ineligible for appointment as Director by reason only of his having attained any particular age.

Alternate Directors

44. Any Director may appoint:
- any other Director; or
 - any other person approved by a resolution of the Directors or by a majority of the other Directors,
- who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him
45. An alternate director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and to vote at any meeting at which the Director appointing him is not personally present, and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of proceedings at that meeting the provisions of these articles shall apply as if he was a

Director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

46. Every person acting as alternate director shall have one vote for each Director for whom he acts as alternate, in addition to his own vote if he is also a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
47. Any person appointed as an alternate director shall vacate his office as an alternate director if the Director by whom he has been appointed ceases to be a Director or removes him or on the beginning of any event which, if he were a Director, causes or would cause him to vacate that office.
48. Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
49. An alternate director shall alone be responsible for his acts and defaults and shall not be deemed to be the agent of the Director appointing him.

Powers and duties of Directors

50. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
51. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
 - 51.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and

51.2 to enter into contracts on behalf of the Company.

52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

53. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors 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.

54. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number prescribed by these articles as the necessary quorum of Directors, the continuing Directors or Director may only act as Directors to admit persons to membership of the Company, to appoint additional Directors or to summon a general meeting.

Directors' appointments and interests

55. Subject to the provisions of the Act and clause 5 of the memorandum, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

55.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

55.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

55.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

56. For the purposes of article 55:

- 56.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- 56.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Borrowing powers

- 57. The Directors 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.

Disqualification of Directors

- 58. A Director shall cease to hold office if he:
 - 58.1 ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 58.2 has a receiving order made against him or makes an arrangement or composition with his creditors generally;
 - 58.3 becomes incapable by reason of mental disorder, illness or injury of maintaining and administering his property and affairs;
 - 58.4 resigns his office by notice in writing to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - 58.5 is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated;
 - 58.6 ceases to be a Member; or
 - 58.7 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by

Section 317 of the Act and the Directors resolve that he shall vacate his office.

Rotation of Directors

59. At the first annual general meeting of the Company all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest one third shall retire from office.
60. Subject to the provisions of the Act, the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
61. A retiring Director shall be eligible for re-election, unless he has been a Director for a consecutive period of over eight years. Such a Director shall not be eligible for election until the following annual general meeting.
62. If the Company at the meeting at which the Director retires by rotation does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
63. Subject to the provisions of the articles, the Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
64. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:
 - 64.1 he is recommended by the Directors; or
 - 64.2 not less than 14 nor more than 35 clear days' before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together

with a notice executed by that person of his willingness to be appointed or reappointed.

65. Not less than seven nor more than 28 clear days' before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.
66. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
67. The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.
68. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
69. Subject to the provisions of the articles, the Directors may regulate their proceedings 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 Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business may be fixed by the Directors. The Directors shall hold at least four meetings in each year.

70. The Directors may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
71. The Directors may appoint one of their number to be the chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
72. The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.
73. All acts done by any meeting of the Directors, of a committee of Director, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Director.
74. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held, and any such resolution in writing may consist of several documents in the like form each signed by one or more of such Directors.
75. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least one Director .
76. A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places, provided that each Director who participates is able:

(a) to hear each of the other participating Directors addressing the meeting; and

(b) if he so wishes, to address all of the other participating Directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- 76.1 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum.
- 76.2 A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chair of the meeting participates.

The Secretary

77. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
78. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

The Seal

79. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. 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.

Accounts and Directors Report

80. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
81. The books of account or accounting records shall be kept at the office or, subject to the provision of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the officers of the Company.

82. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being officers of the Company, and no Member (not being an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
83. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days' before the date of the meeting, subject to the provisions of the Act, 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 before the meeting as required by the Act.

Audit

84. 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 Auditors. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
85. The Directors shall comply with their obligations under the Charities Act 1993 (or statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.
86. The remuneration of the Auditors may be fixed by the Directors.

Notices

87. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post,

service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiry of 48 hours after the letter containing the same is posted and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

- 88. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - 88.1 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; and
 - 88.2 the Auditors for the time being.
- 89. Save as provided in article 80, no other person shall be entitled to receive notices of general meetings.
- 90. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

- 91. Subject to the provisions of the Act, every Director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity 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.

Rules


- 92. The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and, in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - 92.1 the admission and classification of Members (including the admission of organisations to membership), the rights and privileges of such Members and the conditions of membership and the terms on which

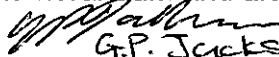
Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;


- 92.2 the conduct of Members in relation to one another, and to the Company's servants;
- 92.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- 92.4 the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the articles; and
- 92.5 generally, all such matters as are commonly the subject matter of company rules.


93.


The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all members, provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum and articles.

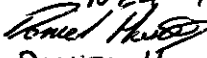

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Dated: 14/11/02

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