

1997



MEMORANDUM AND ARTICLES

Stephens Innocent
21 New Fetter Lane
London EC4A 1AP

RFD0CS/equity/1





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

Company No. 3547531

The Registrar of Companies for England and Wales hereby certifies that
BRITISH EQUITY COLLECTING SOCIETY 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 17th April 1998


N. BUTLER

For the Registrar of Companies



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

C1658 COS

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THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF

BRITISH EQUITY COLLECTING SOCIETY LIMITED



1. The name of the company (hereinafter called "the Society") is BRITISH EQUITY COLLECTING SOCIETY LIMITED.
2. The registered office of the Society will be situate in England.
3. The following terms shall have the following meanings :-

"Performers" means actors, singers, dancers and other persons who act, sing, deliver, declaim, play in or otherwise perform literary, dramatic or musical works or otherwise perform in any way other than musicians..

"Performers Remuneration" means any income or remuneration arising or payable to Performers:-

- (1) In respect of the rental of a sound recording or film either by way of (a) the exercise of the rental right or (b) the right to equitable remuneration for the rental in the United Kingdom under:-
 - S191 and 182C of the 1988 Act or
 - S191G of the 1988 Act or
- (2) In other countries pursuant to:-
 - any legislation in respect of the rental right and/or such equitable remuneration and/or
 - their implementation of Articles 2 and 4 of the Rental Directive or
- (3) From any blank tape levy or other levies on copying media or devices or
- (4) In respect of the cable re-transmission of programmes incorporating their performances or
- (5) Which is of similar collective character and which the Board of Management resolve should fall to be collected by the Society.

"the Rental Directive" means Directive No 92/100/EEC of the Board of the European Communities of November 19 1992 on Rental and Lending Right and on Certain Rights Related to Copyright in the Field of Intellectual Property.

"the 1988 Act" means the Copyright, Designs & Patents Act 1988.

4. The objects for which the Society is established are :-

- (1) To collect, distribute and administer on behalf of Performers all and any Performers' Remuneration
- (2) To exercise and enforce on behalf of Performers all and any rights to Performers' Remuneration and to pursue all remedies for the protection of such rights and any similar rights and remedies whether existing at the date of the establishment of the Society or which are established in the future and to collect apply distribute administer or otherwise howsoever deal with such remuneration.
- (3) To enter into agreements with Performers authorising the Society to exercise and enforce the said rights and remedies on their behalf and to obtain from Performers (and/or British Actors' Equity Association) such assignments, licences, assurances, mandates or other authorities or instruments as may be deemed necessary or expedient to enable the Society to collect moneys on behalf of Performers and to exercise and enforce in its own name or otherwise all such rights and remedies as aforesaid
- (4) To execute and do all such assurances, agreements and other instruments and acts as may be deemed necessary or expedient for the purpose of the exercise or enforcement by the Society of the rights to Performers' Remuneration and remedies as aforesaid and in their exercise or enforcement to collect and receive and give effectual discharges for all royalties fees equitable remuneration and other moneys collected
- (5) To take all steps as it may in its absolute discretion think fit including the taking of legal proceedings in any form to secure the recovery of monies deriving from rights to Performers' Remuneration.
- (6) To make and from time to time rescind or vary any policies, rules, guidelines or practices in respect of (i) the manner in which and the period or periods for which and the conditions under which Performers shall authorise the Society to exercise and enforce rights to Performers' Remuneration (ii) the method and proportion by and in which and the times at which the net moneys so received by the Society shall be distributed and (iii) the administration of the property or business of the Society and any matters incidental thereto.
- (7) To apply and distribute the net moneys received by the Society in the exercise of the powers and objects herein contained among Performers entitled thereto in accordance with the rules for the time being in force relating to the distribution thereof after making provision for the expenses and carrying out the purposes and operations of the Society and for any contributions or payments for any of the purposes specified in subclause (8) below.

- (8) To create and maintain an indemnity fund available subject to such administrative costs and deductions as the Board shall lay down (a) to reimburse Performers who have not entered into a contractual relationship with the Society or who are otherwise unidentifiable ('Non-Members') but are eligible for a share in distribution of the net moneys aforesaid and (b) to reimburse or settle claims brought against the Society by third parties pursuant to indemnities given in blanket licences or otherwise in respect of claims brought against those bodies by Non-Members.
- (9) To licence exercise and enforce on behalf of Performers all their rights and remedies whether in the nature of Performer's rights or otherwise in respect of the exploitation or use in any way of their performances recorded, broadcast or live.
- (10) To research lobby publicise and negotiate with governments licensing bodies copyright agencies and all other authorities and bodies whether in the United Kingdom or abroad for the purposes of such legislation and other reforms as may be necessary from time to time in the discretion of the Society for the purpose of establishing or improving the licensing and collection arrangements in respect of rights to Performers' Remuneration in the United Kingdom and worldwide extending and improving such rights and the rights of Performers generally and making representations to the European Commission in this connection
- (11) To join with other licensing bodies in the grant of collective licences to users of recorded or live performances.
- (12) To set up and administer trust funds, scholarships, training grants and other facilities for young Performers as it thinks fit.
- (13) To establish support subscribe to and aid in the establishment and support of funds trusts societies or institutions calculated to benefit Performers collectively.
- (14) Alone or in collaboration with others to organise or promote performances concerts festivals recordings and broadcasts (whether profit-making or not) for the purpose of publicising or advancing the activities of the Society or of benefiting or otherwise advancing the activities of Performers and to apply any surpluses realised either as an addition to the funds of the Society or for the benefit of Performers either individually or collectively.
- (15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the Society.
- (16) To construct, maintain and alter any offices, buildings, or works necessary or convenient for the purposes of the Society.
- (17) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Society.

- (18) To take such steps by personal or written appeals, direct-mail, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions, or otherwise, or for the purpose of advancing the interests of Performers.
- (19) To print and publish any newsletters, periodicals, books or leaflets and to carry on any research or other investigations that the Society may think desirable for the promotion of its objects.
- (20) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society.
- (21) To borrow raise and lend money in such manner as the Society may think fit.
- (22) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject, nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (23) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive or complementary to any of the objects of the Society.
- (24) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the employees of the Society, or otherwise to assist any such employees, their widows and children.
- (25) To establish and support, and to aid in the establishment and support of, any other Societies formed for all or any of the objects of this Society.
- (26) To amalgamate with any companies, institutions, societies or Societies having objects altogether or in part similar to those of this Society.
- (27) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies with which this Society is authorised to amalgamate.
- (28) To transfer all or any part of the property, assets, liabilities and engagements of this Society to any one or more of the companies, institutions, societies or Societies with which this Society is authorised to amalgamate.
- (29) To collect such other remuneration royalties or payments or to do all such other lawful things as may be decided by the Society or the Board of Management.

PROVIDED THAT:

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Society would make it a trade union.
5. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Society, and save as may be specifically contemplated by such objects no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or by way of profit to the members of the Society

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Society, or any member of the Board of Management or to any member of the Society, in return for any services actually rendered to the Society or in respect of any rights to Performers' Remuneration, nor prevent the payment of interest at a reasonable rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Society.

6. The liability of the members is limited.
7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Society if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions for the benefit of Performers and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object for the benefit of Performers.

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

Names, addresses and descriptions of Subscribers

FREDERICK PYNE
118 VICTORIA DRIVE
LONDON SW19 6PS

PRESIDENT (EQUITY)
Frederick Pyne

ACTOR

MICHAEL CASHMAN
17 BELAMY'S COURT
ABBOTSHABE RD,
LONDON SE16 1RF
Honorary Treasurer
Michael Cashman

ACTOR.

ANTHONY ROBINSON
9 ROYAL PARK, CLIFTON
BRISTOL BS8 3AW

VICE-PRESIDENT (EQUITY)

Anthony Robinson
ACTOR/WRITER

WITNESS TO ALL SIGNATURES:

Ann Maguire
30 Alexander Street
London W2 5NU

Personal Assistant
Ann Maguire

Dated this ^{27th} day of FEBRUARY 1997. 1998

~~Witness to the above Signatures :-~~

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THE COMPANIES ACTS 1985 to 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
BRITISH EQUITY COLLECTING SOCIETY LIMITED
PRELIMINARY**

1. In these Articles :

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time in force.

"the Articles" means these Articles of Association or other articles of Association of the Society from time to time in force.

"Board Member" means a member of the Board of Management.

"Council" means the Council of Management of Equity.

"Equity" means British Actors' Equity Association.

"the Society" means British Equity Collecting Society Limited.

"the Office" means the registered office for the time being of the Society.

"the Seal" means the Common Seal of the Society, and includes the official seal (if any) kept by the Society by virtue of Section 40 of the Act.

"Secretary" includes an assistant or deputy secretary, and any person appointed by the Board of Management to perform the duties of the Secretary.

The words defined in clause 3 of the Memorandum of Society shall have the same meaning in these Articles.

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

Words and expressions defined in the Act shall, unless the context otherwise requires, have the same meanings in these Articles.

The headings hereto are for convenience only and shall not affect the interpretation of any clause or provision.

The plural shall include the singular (and vice-versa).

MEMBERS

2. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society ("the Members"). No person shall be admitted a Member of the Society unless he or she is a Performer and is approved by or in accordance with rules set down by the Board of Management. Every person who wishes to become a member shall deliver to the Society an application for membership in such form as the Board of Management require executed by him or her.
3. A Member may at any time withdraw from the Society by giving three months notice to the Society provided always that the Board of Management may accept any withdrawal of membership with less or no notice if in its absolute discretion it so decides. Membership shall not be transferable and shall automatically cease on death or if an organisation on dissolution or liquidation.

GENERAL MEETINGS

4. All General Meetings ("Meetings") other than Annual General Meetings shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

5. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by twenty-one clear days' notice at the least, and all other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. A General Meeting may be called by shorter notice than that specified in this Article if it is so agreed by 75% of those persons entitled to attend and vote at such meeting.

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.

The notice 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.

The notice shall be given to all the Members and to the Members of Board of Management and auditors.

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.

CONVENING OF EXTRAORDINARY GENERAL MEETING

6. An Extraordinary General Meeting may be called at the requisition of
 - (1) any three members of the Board of Management or
 - (2) 100 members of the Society.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any Meeting unless a quorum is present when the Meeting proceeds to transact that business. Twenty five persons, or one twentieth of the Members whichever is the lesser entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
8. If such 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 day and at such time and place as the Board of Management may determine. If at the adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for the Meeting, the Members present in person or by proxy and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the Meeting from which the adjournment took place.
9. The Chair or in his or her absence the Vice-Chair shall preside as Chair of the Meeting, but if neither the Chair nor the Vice-Chair be present within fifteen minutes after the time appointed for holding the Meeting or if neither of them is willing to act, the Board of Management present shall elect one of their number to be Chair and, if there is only one Board of Management Member present and willing to act, he or she shall be Chair.
10. A Board Member shall, notwithstanding that he or she is not a Member, be entitled to attend and speak at any Meeting.
11. 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 business which might properly have been transacted at the Meeting had the adjournment not taken place. It shall not be necessary to give any Notice of an adjourned Meeting.
12. A resolution put to the vote of the Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded by the Chair or by any Member present in person or by proxy and entitled to vote.

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.

The demand for a poll may, before the poll is taken, be withdrawn with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result on a show of hands declared before the demand was made.
13. A poll shall be taken in such manner as the Chair directs and he or she may appoint scrutineers (who need not be Members) and fix a place and time for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

14. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote, in addition to any other vote he or she may have.
15. A poll demanded on any question shall be taken either forthwith or at such later time and at such place as the Chair of the Meeting directs not being more than thirty days after the conclusion of the Meeting. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was 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.
16. No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the Meeting at which it is demanded. In any other case, seven clear days' notice at the least shall be given specifying the place, the day and the time at which the poll is to be taken.

RESOLUTIONS IN WRITING

17. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it shall be valid and effectual as if it had been proposed at a General Meeting duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more of the Members. If such a resolution in writing is described as a Special Resolution or as an Extraordinary Resolution, it shall have effect accordingly.

VOTES OF MEMBERS

18. On a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by duly authorised representative or proxy, not being himself a Member entitled to vote, shall have one vote, and on a poll every Member shall have one vote.
19. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of Management of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
20. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
21. On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Board of

Management may approve and shall be executed by the appointer or by his or her agent authorised in writing, or, if the appointer is a corporation, shall be either under its seal, or executed by an officer or agent so authorised. A Member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy shall not preclude a Member from attending and voting at the Meeting or at any adjournment thereof.

22. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a solicitor or in some other way approved by the Board of Management may:-
- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Society in relation to 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
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the Meeting at which the poll was demanded to the Chair or to the Secretary or to any Board of Management Member; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
23. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Society at the Office or at such other place at which the instrument of proxy was duly deposited 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.

POWERS OF BOARD OF MANAGEMENT

24. Subject to the provisions of the Act and the Memorandum and the Articles the business of the Society shall be managed by the Board of Management who may exercise all the powers of the Society. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Management 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 Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by the Board of Management.
25. The Board of Management may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

DELEGATION OF BOARD OF MANAGEMENT POWERS

26. The Board of Management may delegate any of their powers to any committee consisting of one or more Board Members. They may also delegate to any Board Member holding any executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board of Management may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
27. Subject to any conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board of Management so far as they are capable of applying. Any committee so formed or any Board Member so entrusted with such delegated powers shall report all their acts and proceedings fully and promptly to the Board of Management.

BOARD OF MANAGEMENT

28. The members of the Board of Management shall be the directors of the Society within the meaning of Part IX Companies Act 1985.

NUMBER OF BOARD OF MANAGEMENT MEMBERS

29. The number of Board of Management Members shall at no time be less than three and shall not, unless otherwise determined by ordinary resolution, exceed 10.
30. The Board of Management shall ordinarily be comprised as follows :-
 - i. Six persons being members of the Council of Management of Equity and
 - ii. Up to two other persons appointed under the provisions of Article 34 below.
 - iii. Those persons who may be co-opted under the provisions of 35 below.
31. The first members of the Board of Management shall be those persons stated to be the intended directors in the Form G10 Statement of First Directors and Secretary and delivered to the Registrar of Companies on application for registration of this Society as a company limited by guarantee.

RETIREMENT FROM BOARD OF MANAGEMENT

32. (a) Any person being a member of the Board of Management shall retire from office on the expiry of a two year term on the date of the declaration to Council of the results of the Equity Council elections ("a Declaration Date") but subject to (b) below, shall be eligible for re-appointment.
- (b) No person shall be a Member of the Board of Management for a continuous period of greater than six years.
- (c) Any person retiring by reason of (b) above on a Declaration Date shall not be eligible for re-election or reappointment as a Board of Management Member until the next succeeding Declaration Date.
- (d) Any person retiring for any reason as a member of the Board of Management otherwise than at a Declaration Date shall not be eligible for re-election or reappointment as an Board of Management Member until a period of 12 months has expired irrespective of the length of time that such person had until such retirement been a Member of the Board of Management.

- (e) A Member of the Board of Management who shall have been absent from meetings of the Board of Management for either :
- (1) a consecutive period of 12 months or
 - (2) in aggregate one half of the meetings called during his or her period of office

shall not be eligible for re-election at any time save with the prior approval of the Board of Management.

APPOINTMENT OF BOARD OF MANAGEMENT

33. The members of the Board of Management shall be appointed every two years by the Council of Management of Equity. The appointment shall be made on a Declaration Date (or as soon thereafter as may be convenient to Council) and shall be decided by a simple majority.

INDEPENDENT MEMBERS

34. The Members of the Council of Management of Equity may appoint up to two other independent persons not being Members of the Society to be Board Members. An Independent Member so appointed shall hold office subject always to the provisions of Article 32 above.

CO-OPTED MEMBERS

35. The Council may by a majority appoint any other Member of Council to be a Board Member provided that the appointment does not cause the number of Board of Management Members to exceed any number fixed by or in accordance with the Articles as the maximum number of Board of Management Members. A Board Member so appointed shall hold office only until the next following Declaration Date but then shall be eligible for re-appointment subject always to the provisions of Article 32(b) above.

36. No person shall be or become incapable of being appointed an Board of Management Member by reason only of his or her having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Board of Management Member shall vacate his or her office at any time by reason only of the fact that he or she has attained the age of seventy or any other age.

EXPENSES

37. Subject always to clauses 4 and 5 of the Memorandum of Association, the Board Members shall be entitled to be reimbursed all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Management or committees of the Board of Management or General Meetings or otherwise in connection with the discharge of their duties

REMOVAL OF BOARD OF MANAGEMENT MEMBER

38. The office of a Board Member shall be vacated if :
- (a) he or she ceases to be a Board Member by virtue of any provision of the Act, or he or she becomes prohibited by law from being a company director or
 - (b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

- (c) he or she is, or may be suffering from mental disorder and either :-
 - i. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1980, or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs.
- (d) he or she resigns his or her office by notice or
- (e) he or she shall for more than six months have been absent without permission of the Board of Management from meetings of Board of Management held during that period and the Board of Management resolve that his or her office be vacated
- (f) the provisions of Article 32(e) above are of effect or
- (g) a Special Resolution of the Members at an Extraordinary General Meeting of the Society is passed to that effect.
- (h) (save for Independent Members) he or she ceases to be a member of the Council of Management of Equity
- (i) their term of office under 32(a) above expires
- (j) the Council of Management of Equity pass a resolution removing the Board Member from Office.

PROCEEDINGS OF BOARD OF MANAGEMENT MEMBERS

- 39. Subject to the provision of the Articles, the Board of Management may regulate their proceedings as they think fit, provided always that a minimum of three meetings are held each year. Two Board Members may, and the Secretary, on the requisition of two Board Members, shall, at any time call a Meeting of the Board of Management. Questions arising at a Meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.
- 40. Subject to a minimum of three the quorum for the transaction of the business of the Board of Management shall be one-third (or the number nearest but not exceeding one-third) of the Board of Management Members for the time being.
- 41. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a General Meeting.

CHAIR

- 42. The Board of Management may elect from among their members (other than Independent Members) a Chair and a Vice Chair to hold office from time to time.

ACTS OF BOARD OF MANAGEMENT

- 43. The Chair or in his or her absence the Vice-Chair shall preside at all meetings of the Board of Management but if the Chair or Vice-Chair is not present within fifteen minutes after the time appointed for holding a meeting of the Board the Board Members present may choose any one of their number to be Chair of the Meeting but for no other purpose.

44. All acts done by a Meeting of Board of Management or of a committee of Board

Members or by any person acting as a Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board of Management Member, or that 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 and had continued to be an Board Member and had been entitled to vote.

45. A Resolution in writing, signed by all the Board of Management Members entitled to receive notice of a Meeting of the Board of Management or of a committee of the Board of Management Members shall be as valid and effectual as if it has been passed at a Meeting of the Board of Management or (as the case may be) a committee of Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

46. Save as otherwise provided by the Articles, a Board Member shall not vote at any meeting of Board of Management or of any committee of Board of Management on any resolution concerning a matter in which he had, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society.

A Board Member shall not be counted in the quorum present at a Meeting in relation to a Resolution on which he or she is not entitled to vote.

47. If any question arises at a Meeting of Board of Management or of a committee of Board of Management as to the right of an Board Member to vote, the question may, before the conclusion of the Meeting, be referred to the Chair of the meeting and his or her ruling in relation to any Board Member other than himself shall be final and conclusive.

BORROWING POWERS

48. The Board of Management may exercise all the powers of the Society to borrow or raise money and to mortgage or charge its undertaking and property and subject to Section 80 of the Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Society or of any third party.

SECRETARY

49. Subject to the provisions of the Act, the Council may appoint any person to be the Secretary for such term, and upon such conditions as they think fit, and any Secretary so appointed may be removed by resolution of the Council.

MINUTES

50. The Board of Management shall cause Minutes to be made and books kept for the purpose :-
- (a) of all appointments of officers made by the Board of Management;
 - (b) of the names of the Board Members present at each Meeting of the Board of Management and of any committee of the Board of Management;

- (c) of all proceedings of Meetings of the Society.

THE SEAL

51. The Seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. The Board of Management may determine who shall sign any instrument to which the Seal is affixed, and unless otherwise so determined every such instrument shall be signed by a Board Member and by the Secretary or by a second Board Member.

ACCOUNTS

52. The accounting records of the Society shall be open to the inspection of any officer of the Society. No Member shall (as such) have any right of inspecting any accounting records or other book of documents of the Society except as conferred by statute or authorised by the Board of Management or by Ordinary Resolution of the Society.

NOTICES

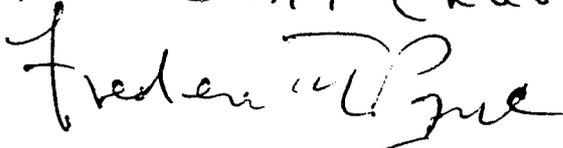
53. Any notice to be given to or by any person pursuant to the Articles shall be in writing, except that a notice calling a meeting of the Board of Management need not be in writing.
54. The Society may give any such notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his or her last known address or by leaving it at that address. Any Member whose registered address is not within the United Kingdom and who shall give to the Society an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address.
55. Any Member present, either in person or by proxy, at any Meeting of the Society shall be deemed to have received notice of the Meeting, and where requisite, of the purposes for which it was called.
56. Any notice sent to any Member of the Society by post, shall be deemed to have been given two working days following (or in the case of notice posted to foreign address, four working days following) that on which the envelope containing it is posted, and in providing the giving the notice it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted. A notice may be given by fax but proof of transmission shall not of itself prove proof of receipt. This clause shall place no obligation to serve any notice on a foreign address or by fax.

DISSOLUTION

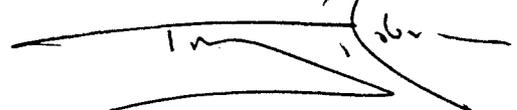
57. Clause 8 of the Memorandum of the Society relating to winding up and dissolution shall have effect as if the provisions thereof were repeated in these Articles.

Names, addresses and descriptions of Subscribers

FREDERICK PYNE
118 VICTORIA DRIVE
LONDON SW19 6PS
PRESIDENT (EQUITY)


ACTOR.

ANTHONY ROBINSON
9 ROYAL PARK
CLIFTON
BRISTOL BS8 3AN
VICE PRESIDENT
(EQUITY)


(ACTOR)

MICHAEL CASHMAN
7 BELLAMYS COURT
ABBOTSHABE RD,
LONDON SE16 1RF
HON TREASURER.


ACTOR.

WITNESS TO ALL SIGNATURES:-

Ann MAGUIRE
30 Alexander Street
LONDON W2 5NU

Personal Assistant


Dated this ^{27th} day of FEBRUARY 1997 ~~1997~~.

Witness to the above Signatures: -

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