

No. 1197026

**THE COMPANIES ACTS 1985 and 1989**

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

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**MEMORANDUM**

**- and -**

**ARTICLES**

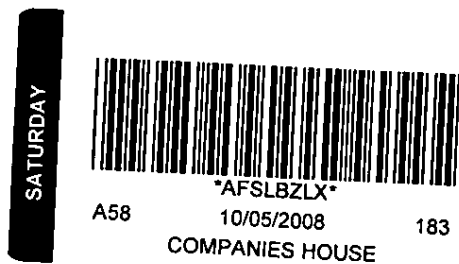
**- of -**

**ASSOCIATION**

**- of -**

**THE LONDON INTERNATIONAL FILM SCHOOL LIMITED**

**(Amended by Special Resolutions passed 8th July, 1985, 21<sup>st</sup> March 2002 and  
29<sup>th</sup> April 2008)**



**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE LONDON INTERNATIONAL FILM SCHOOL LIMITED**  
**(Amended by Special Resolutions passed 8th July, 1985**  
**and 21<sup>st</sup> March 2002)**

- 1 The name of the Company (hereinafter called "the Association") is "THE LONDON INTERNATIONAL FILM SCHOOL LIMITED".
2. The registered office of the Association will be situate in England.
- 3 The objects for which the Association is established are: -
  - (A) To provide training and education in the art and technique of the production of motion pictures films and television and electronic and other recordings of sounds and visual images in all their aspects and also in theatre drama music and all the visual arts and to provide courses of lectures and comprehensive practical work and generally to give students and others general or specialised instruction of the highest class.
  - (B) To advance the art and technique of motion pictures films and television electronic and other recordings of sound and visual images theatre drama music and the visual arts in every way, and in particular by
    - (i) encouraging experiment and research in every branch of the motion picture film and television industry, and
    - (ii) by co- operating with organisations and groups concerned or interested in the teaching of the art and technique or in the artistic and technical development of motion pictures films and television electronic and other recordings of both sounds and visual images theatre drama music and the visual arts or any of them, both in the United Kingdom and elsewhere.
  - (C) To equip furnish and maintain any school, college rooms and other buildings for any of the purposes of the Association, and to carry on any such school or schools.
  - (D) To provide for the board residence and accommodation of all or any of the students, lecturers and other staff attached to any school or schools for the time being carried on by the Association

- (E) To award prizes and scholarships to students or intending students for proficiency in studies or work in the art and techniques of motion pictures films television theatre drama music or the visual arts and to provide pecuniary exhibitions or scholarships for the benefit of persons who become or intend to become students at any of the universities or colleges or at any other places of education or who undertake any special course of instruction or research work and to provide means for training students, lecturers or teachers in the theory and practice of education for the purpose of teaching motion pictures film and television arts and techniques and the art and techniques of theatre drama music and the visual arts.
- (F) To grant pensions and allowances to any employees or ex-employees of the Association and to make payments towards insurance for the benefit of any such persons and to subscribe or guarantee money for charitable objects, and to insure the life of any person whose services are of value to the Association in such sum as the Association or the Council thereof may deem expedient, and to pay the requisite premiums for keeping such insurance on foot.
- (S) To act as trustees or managers of any property endowment legacy bequest or gift for educational purposes, and to undertake and execute any trust which may lawfully be undertaken by the Association.
- (H) To accumulate funds for such periods as are allowed by law, and to receive voluntary donations and subscriptions for any of the purposes of the Association.
- (I) To purchase, take on lease or in exchange, hire or otherwise acquire any, real or personal property and any rights or privileges for the promotion of the Associations objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Association
- (J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners or the Department of Education and Science shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (K) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Association or calculated to further its objects.

- (L) To promote any charitable company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Association or for any other charitable purpose which may seem directly or indirectly calculated to benefit this Association.
- (M) To raise money either by way of loan or otherwise for all purposes of the Association on such terms and (in the case of any loan) on such security as may be thought fit.
- (N) To draw, make, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities
- (O) To provide indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors of the Association.
- (P) To do all such other things as are necessary to the attainment of the above objects or any of them

Provided that the Association 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 Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Department of Education and Science, the Association 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 Managers or Trustees of the Association shall be chargeable for any such property as 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

they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Department of Education and Science over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- 4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant, or any former officer or servant or any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest on any moneys actually lent to the Association by any member at a rate (which may be defined by reference to the Bank Rate prevailing from time to time) not exceeding the rate commonly applicable to similar loans at the date of the obligation nor the repayment of any principal secured to such member by any debenture issued by the Association (or the repayment of principal to any member in respect of any other money lent to the Association), or the payment of reasonable and proper rent for premises demised or let by any member of the Association

Provided further that the number of members of the Governing Body of the Association who hold or are appointed to any salaried office of the Association or to any office of the Association paid by fees shall not exceed one-third of the actual number of members of the Governing Body for the time being but the Appointed Officers shall not be entitled to become members of the Governing Body but so that nothing hereinbefore contained shall preclude

- (a) the payment of reasonable remuneration out of the funds of the Association to any member of the Association who goes or resides abroad in the interests of the Association or who otherwise undertakes any work additional to that usually required or [sic -of] such a member (being reasonable remuneration in respect of such special or additional services or work rendered to or for the benefit of the Association); or
- (b) the payment of reasonable remuneration out of the funds of the Association for any services provided to any school maintained by the

Association by any member of its Governing Body, acting in his ordinary or private capacity.

- (c) the payment of any premium in respect of indemnity insurance to cover the liability of the Governing Body which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association. Provided that any such insurance shall not extend to any claim arising from any act of omission which the Governing Body knew to be a breach of trust or breach of duty or which was committed by the Governing Body in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governing Body in their capacity as directors of the Association.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding 50p.
7. If upon the winding up or dissolution of the Association 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 Association but shall after due provision has been made for the continuance of any pensions or allowances to retired employees of the Association in accordance with any pension scheme for the time being in force at the date of liquidation be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object for the benefit of education generally.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the

Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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C M Wynn  
28 Midhurst Avenue  
London N10  
Cameraman

C P C Bullmore  
89 Belsize Park Gardens  
London NW3  
Company Director

R N Goodliffe  
12 Nelson Road  
London N6  
Student

N J Beek-Sanders  
2E Carlisle Place  
London SW1  
Student

J D Chambers  
27 Cholmeley Park  
London N6  
Film Director

Gholamreza Gheysar-Bazofthe  
57 Pemberton Road  
London N4 1AY  
Student

T J Craven  
7 Brighton Court  
73 West Hill  
London SW15 2VL  
Actor

DATED this 9th day of December 1974

WITNESS to the above signatures -

J C Baker  
138 Loudoun Road  
London NW8 0ND  
Company Director



**THE COMPANIES ACTS 1985 and 1989**

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

**ARTICLES OF ASSOCIATION**

**OF**

**THE LONDON INTERNATIONAL FILM SCHOOL LIMITED**

**(Amended by Special Resolutions passed 8th July, 1983  
and 21<sup>st</sup> March 2002)**

GENERAL

1. In these presents the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

TABLE

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1948
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Association	The above-named Association
The Governing Body	The Governing Body for the time being of the Association
The Office	The registered office of the Association
The Seal	The Common Seal of the Association
Month	Calendar month

In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form.
The school	Any school established or acquired by the Association from time to time.
The Secretary	Any person appointed to perform the duties of the Secretary of the Association.

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

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 500 but the Governing Body may from time to time register an increase of members.
3. The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Governing Body shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association

### MEMBERS

- 6 The following persons and no others shall be members of the Association:-
  - (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof

- (B) Such persons as are with their consent appointed to be members of the Governing Body
  - (C) All persons who are registered as students at the school
  - (D) All members of the teaching staff of the school who apply to become members of the Association
  - (E) All past students of the school who apply to become members of the Association
- 7 Any person wishing to become a member of the Association shall apply in writing to the Governing Body or any Membership Committee and such application shall contain the following information:-
- (i) The name and address of the proposed member
  - (ii) A statement that the Applicant accepts the objects and regulations laid down in the Memorandum and Articles of the Association
  - (iii) A statement that he accepts liability for the guarantee
8. A person wishing to become an Associate of the Association shall apply to the Governing Body in writing in such form as may from time to time be prescribed. An Associate shall not be a Member of the Association or have his name entered on the Register of Members nor shall he vote at any General Meeting of the Association or be entitled to receive notice thereof.
- 9 Any application for membership of the Association under Article 6(D) hereof or to become an Associate under Article 8 hereof shall be subject to the approval of the Governing Body or by any Membership Committee thereof.

### SUBSCRIPTIONS

- 10 Every Member shall pay an entrance fee of £1.00 or such other sum as shall be decided on from time to time by the Members in General Meeting.
- 11. Every Member shall pay an annual subscription of £5.00 or such other sum as the Governors shall from time to time determine.
- 12. Every Associate shall pay an annual subscription of such sum as the Governors shall from time to time determine such sum not to exceed the subscription paid by a Member.

13. Annual subscriptions shall be paid on such dates as the Governing Body shall determine.
14. If the subscription of any Member or Associate shall be in arrears a notice shall be sent to him reminding him that his subscription is overdue. If such a subscription shall be in arrears for six months his membership or associateship shall be ipso facto terminated but he may (in the discretion of the Governing Body) be reinstated on making an application for that purpose.

#### TERMINATION OF MEMBERSHIP

15. A Member of the Association shall cease to be a Member,
  - (a) on his death
  - (b) on his resignation in writing
  - (c) in the event mentioned in Article 14
  - (d) on the passing in General Meeting of the Association of a Special Resolution proposed by the Governing Body that a Member of the Association be removed from such membership.

#### GENERAL MEETINGS

16. The Association shall in every calendar year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Governing Body, and shall specify the meeting as such in the notices calling it, providing that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.
17. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.
18. The Governing Body may, whenever they think fit, and they shall upon a Requisition made in writing by any 25 or more members convene an Extraordinary General Meeting or in default, such a meeting may be convened by such requisitionists as is provided in Section 132 of the Companies Act 1948.
19. Twenty one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice

at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit

- 20 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolutions passed, or proceeding had, at any meeting

#### PROCEEDINGS AT GENERAL MEETINGS

- 21 All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Governing Body and of the Auditors, the election of members of the Governing Body in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided and unless and until otherwise determined by the Company in General Meeting a quorum shall be not less than 20 per cent of the Members of the Association or 25 members whichever is the less present in person
23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
24. The Chairman (if any) of the Governing Body, or, in his absence, the Vice-Chairman thereof, shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Governing Body or, if no such member be present or members of the

Governing Body present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

25. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
26. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution,
27. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded,
28. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote
30. 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 a poll has been demanded.

#### VOTES OF MEMBERS

31. Every member shall have one vote, and subject as hereinafter provided all votes shall be given personally

- 32. The Governing Body may decide that in respect of any General Meeting postal votes shall be admitted In such an event all members shall be entitled to such a postal vote
- 33. If the Governing Body decides that postal votes shall be admitted there shall be sent together with the Notice of General Meeting a notice to such effect.
- 34. The instrument exercising a postal vote shall be in writing under the hand of the member or his attorney duly authorised in writing or if such member is a corporation then under its Common Seal, if any, and if none, then under the hand of some officer duly authorised in that behalf
- 35. The instrument exercising a postal vote and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office of the Association or at such other place within the United Kingdom as is specified in the notice of the meeting or in the postal voting form issued by the Association not less than 48 hours before the time appointed for holding the meeting or adjourned meeting in respect of which the postal vote is applicable and in default the postal vote shall not be treated as valid.
- 36. A postal vote shall be valid notwithstanding the previous death or insanity of the member or the revocation of the authority under which the postal vote was made provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting for which the vote was made.
- 37. A postal vote shall be in favour of or against the resolutions to be proposed at the meeting and shall be in the following form or as near thereto as the circumstances will admit.-

"I  
of  
a member of The London International Film School Limited hereby vote as follows on the resolutions to be proposed at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the Association to be held on the  
day of 19 and at every adjournment thereof.

Resolution No.

	For	Against
1.	_____	_____
2.	_____	_____
3.	_____	_____

As Witness my hand this                      day of                      19

### THE GOVERNING BODY

38. The affairs of the Association shall be managed by a Governing Body whose number shall be not less than eight nor more than twenty five (25)
39. The first members of the Governing Body shall be appointed by the subscribers to the Memorandum of Association of the Association
40. The Appointed Officers are not eligible to become members of the Governing Body.
41. The Governing Body shall consist of one student representative member chosen in accordance with Article 43 below, one staff representative member chosen in accordance with Article 44 below and members elected by a General Meeting of the Association. Any casual vacancy occurring during the year may be filled up by the other members of the Governing Body, but any person so appointed shall retain his office only until the next General Meeting, but he shall then be eligible for re-election.
42. The students of the Association shall elect one person to be a member of the Governing Body.
43. The staff of the Association being those in the regular employment of the Association as defined by the Governing Body shall elect one person to be a member of the Governing Body.
44. Students and staff of the Association being those who hold or are appointed to any salaried office of the Association or to any office of the Association paid by fees may stand for election to the Governing Body of the Association provided that not more than one-third of the actual number of members of the Governing Body for the time being shall be such students or staff, In the event that more than one-third of the elected members of the Governing Body shall be students and staff, those students and staff who have fewest votes recorded against their names shall be deemed to have withdrawn their nomination in order to reduce the numbers of students and staff so elected to one-third
45. Each member of the Governing Body shall be paid out of the funds of the Association reasonable out-of-pocket expenses incidental to travelling to and from meetings of the Governing Body he shall attend, but save as aforesaid the members of the Governing Body shall discharge their duties as such without remuneration.
46. So far as is permitted by clause 4 of the Memorandum of Association, but not further or otherwise, the members of the Governing Body may award special



remuneration out of the funds of the Association to any member of the Association going or residing abroad in the interests of the Association or undertaking any work additional to that usually required or such a member.

### POWERS OF THE GOVERNING BODY

- 47 The Management of the business and the control of the Association shall be vested in the Governing Body, who, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by the Act expressly directed or required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulations made by the Association in General Meeting shall invalidate any prior act of the Governing Body which would have been valid if such regulations had not been made.

### DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY

- 48 The office of a member of the Governing Body shall be vacated: -
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Association.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
  - (F) If he ceases to hold office by reason of any order made under Section 185 of the Act.

No member of the Governing Body shall be required to vacate office or be ineligible for re-election or reappointment as a member of the Governing Body and no person shall be ineligible for appointment as a member of the Governing Body by reason only of his having attained any particular age; but any person over 70 appointed or proposed to be appointed a member of the Governing Body shall comply with Section 186 of the Act.

49. A member of the Governing Body shall not be disqualified by his office from entering into contracts, arrangements, or dealings with the Association nor shall any contract, arrangement or dealing with the Association be avoided, nor shall a member of the Governing Body be liable to account to the Association for any profit arising out of any contract, arrangement, or dealing with the Association by reason of such member of the Governing Body being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a member of the Governing Body of the Association, provided that such member of the Governing Body discloses to the Governing Body at or before the time when such contract, arrangement, or dealing is determined upon, his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Governing Body the fact that he has acquired such interest. But no member of the Governing Body shall vote as a member of the Governing Body in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Governing Body
50. The continuing members of the Governing Body may act notwithstanding any vacancy in their body, but if and so long as the number of members of the Governing Body is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of the Governing Body, the continuing members of the Governing Body may act for the purpose of increasing the number of members of the Governing Body to that number, and of summoning a General Meeting of the Association but for no other purpose

#### ROTATION OF MEMBERS OF THE GOVERNING BODY

- 51 At the first and every subsequent Annual General Meeting of the Association, one third of the members of the Governing Body for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
- 52 The members of the Governing Body to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Governing Body shall be eligible for re-election, and his name may be submitted to the meeting and he may be re-elected without any notice having been given of intention to propose him for election.

53. The Association may, at the meeting at which a member of the Governing Body retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
54. No person not being a member of the Governing Body retiring at the meeting shall, unless recommended by the Governing Body for election, be eligible for election to office on the Governing Body at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than three nor more than twenty-eight intervening days.
55. The Association may from time to time in General Meeting increase or reduce the number of members of the Governing Body fixed by these Articles and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
56. The Governing Body shall have power at any time and from time to time to appoint any person as a Member of the Governing Body either to fill a casual vacancy or as an addition to the Governing Body but so that the total number of Members of the Governing Body shall not at any time exceed the maximum number fixed and so that no such appointment shall be effective unless at least two thirds of the Members of the Governing Body concur therein. Any Member of the Governing Body so appointed shall only retain his office until the next Annual General Meeting of the Association when he shall retire but he shall be eligible for re-election at such Meeting.
57. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Governing Body before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF THE GOVERNING BODY

58. The Governing Body may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote,
59. The Appointed Officers shall be entitled to be present at meetings of the Governing Body, but shall not be entitled to vote. The Appointed Officers shall not be counted in determining whether a quorum is present.
60. A member of the Governing Body may, and on the request of a member of the Governing Body, the Secretary shall, at any time, summon a meeting of the Governing Body by notice served upon the several members of the Governing Body and on the Appointed Officers. A member of the Governing Body who is absent from the United Kingdom shall not be entitled to notice of a meeting.
61. The Governing Body shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Governing Body at which he shall be present, and if desired a Vice-chairman and may determine for what period they are to hold office, but if no such chairman or Vice-Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chairman shall take the Chair and if such Vice-Chairman be not present the members of the Governing Body present shall choose one of their number to be Chairman of the meeting.
62. A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Governing Body generally.
- 63.
- (a) The Governing Body may require the Appointed Officers to retire from any meeting or part of a meeting at which matters relative to the position of the Appointed Officers are being discussed.
  - (b) The Governing Body shall require any of its members who are also members of the Staff of the Association or students to retire from any meeting or part of a meeting at which matters relative to the remuneration or conditions of employment of the Staff of the Association are being discussed.

64. The Governing Body may delegate any of their powers to committees consisting of such member or members of the Governing Body together with other members of the Association as they think fit and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Governing Body. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Governing Body so far as applicable and so far as the same shall not be superseded by any regulations made by the Governing Body as aforesaid.
65. All acts *bona fide* done by any meeting of the Governing Body or of any committee of the Governing Body, or by any person acting as a member of the Governing Body, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was disqualified to be a member of the Governing Body.
66. The Governing Body shall meet at least once during each school term at a time when the school is open for tuition. Such meeting shall review the financial affairs of the Association and the conduct of the school.
67. A resolution in writing signed by all the members for the time being of the Governing Body or of any committee of the Governing Body who are duly entitled to receive notice of a meeting of the Governing Body or of such committee shall be as valid and effectual as if it had been passed at a Meeting of the Governing Body or of such committee duly convened and constituted.

#### SECRETARY, MINUTES, SEAL

68. The Secretary of the Association shall be appointed by the Governing Body for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Governing Body may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
69. The Association shall keep a register of members of the Governing Body and shall duly comply with such of the provisions of the Act as may be applicable thereto.
70. The Governing Body shall cause minutes to be made in books provided for the purpose:-

- (A) Of all appointments of officers made by the Governing Body
- (B) Of the names of the Governing Body present at each meeting of the Governing Body and of any committee of the Governing Body
- (C) Of all resolutions and proceedings at all meetings of the Association, and of the Governing Body and of committees of the Governing Body

And all such minutes shall be signed by the Chairman of the meeting at which they shall have been passed or of the next succeeding meeting. And every member of the Governing Body present at any meeting of the Governing Body or Committee of the Governing Body shall sign his name in a book to be kept for that purpose

- 71 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Governing Body or of a committee of the Governing Body empowered thereto, and in the presence of at least two members of the Governing Body and of the Secretary, or such other person as the Governing Body may appoint and the said members and Secretary or other person as aforesaid, shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### PROFITS OF THE ASSOCIATION

72. The profits of the Association shall be applied solely towards the promotion of all or any of the objects of the Association as set forth in the Association's Memorandum of Association or these Articles as the Governing Body may from time to time think fit (and in particular the Governing Body shall have power to transfer all or any part of such profits to trustees to be applied by them for the advancement of education in such manner as they shall think best) with power to the Governing Body to create a reserve fund or reserve funds to be applicable for all or any of such purposes, and, if the Governing Body shall think fit, also to apply all or any part of any reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Governing Body either be employed in the business of the Association or be invested from time to time in such investment as the Governing Body may think fit.

#### PENSION FUND

- 73 The Governing Body if they think fit may establish a pension fund (in accordance with regulations to be framed by them) for the purpose of

providing pensions for the staff of the school or any such member of the staff or any other employees of the Association, and may make such contributions to such fund out of the profits of the Association as they may think fit

### BORROWING POWERS

- 74 The Governing Body may raise or borrow money for the purposes of the Association's business from a member of the Governing Body or from any other person, and may secure the repayment of the same together with any interest and premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Association, present or future, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Association or not so charged, and in connection therewith may take out and keep on foot sinking fund or redemption policies.
- 75 The register of mortgages shall be open to inspection by any creditor or member of the Association without payment, and by any other person on payment of the sum of five pence for each inspection
76. A register of the holders of the debentures or debenture stock of the Association shall be kept at the office and shall be open to the inspection of the registered holder of any such debentures or stock and of any member of the Association subject to such restrictions as the Association in General Meeting may from time to time impose. The Governing Body may close the said register for such period or periods as they may think fit not exceeding in the aggregate thirty days in each year.
77. If the members of the Governing Body or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Association, the members of the Governing Body may execute or cause to be executed any mortgages or security over or affecting the whole or any part of the assets of the Association by way or indemnity to secure the members of the Governing Body or persons so becoming liable as aforesaid from any loss in respect of such liability.

### APPOINTED OFFICERS

- 78 The Governors shall appoint the following officers of the Association:-
- (a) A Principal of the School, (who shall be described as such or by any other Job Title as the Governors see fit from time to time) who will be in overall charge of the School He will report to the Governors on the supervision of the running of the School

- (b) Such other Officers of the Association as they think fit from time to time to meet the requirements of the School for the Direction of Studies, Administration and Financial Management.

### ACCOUNTS

79. The Governing Body shall cause proper books of account to be kept with respect to:-

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and
- (B) the assets and liabilities of the Association

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

80. The books of account shall be kept at the office, or, subject to Section 147(3) of the Act, at such other place or places as the Governing Body shall think fit, and shall always be open to the inspection of the members of the Governing Body.

81. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

- (a) At every Annual General Meeting the Governing Body shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Governing Body and the Auditors, and copies of such account, 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 twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 162 of the Act,

#### AUDIT

82. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors,
- (a) Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the members of the Governing Body being treated as the Directors mentioned in those sections.

#### NOTICES

83. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members
84. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

85. Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

#### INSPECTION OF MEMORANDUM AND ARTICLES

86. A copy of the Memorandum and Articles of Association of the Association shall during business hours (subject to such reasonable restrictions as the Association may in General Meeting impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any member

of the Association without charge and copies thereof shall be supplied to members requiring the same in accordance with Section 24 of the Act.

87. **TERMLY MEETINGS**

The Principal of the School (or in his absence the Chairman of the Governing Body) shall convene a meeting of all members of the Association at least once in every term for the purpose of reporting on the affairs of the School and the Association.

88 **ELECTRONIC BOARD MEETINGS**

In this Article “electronic” means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and “by electronic means” means by any manner only capable of being so actuated.

A person in communication by electronic means with the chairman and with all other parties to a meeting of the governors or of a committee of the governors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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C M Wynn  
28 Midhurst Avenue  
London N10  
Cameraman

C P C Bullmore  
89 Belsize Park Gardens  
London NW3  
Company Director

R N Goodliffe  
12 Nelson Road  
London N6  
Student

N B Beek-Sanders  
2E Carlisle Place  
London SW1  
Student

J D Chambers  
27 Cholmeley Park  
London N6  
Film Director

Gholamreza Gheysar-Bazofthe  
57 Pemberton Road  
London N4 1AY  
Student

T J Craven  
7 Brighton Court  
73 West Hill  
London SW15 2VL  
Actor

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DATED this 9th day of December 1974

WITNESS to the above signatures:-

J C Baker  
138 Loudoun Road  
London NW8 0ND  
Company Director