

Number of  
Company

955348

RECEIVED

- 2 JUN 1969

## THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

BRITISH UNIVERSITIES

Insert the  
Name of the  
Company.

FILM COUNCIL

LIMITED

Presented by

Document Filer's Reference MH/DJM

Clifford-Turner & Co.,

11, Old Jewry,

London, E.C.2.

Form No. 41  
(The filing fee is 5s.)

I, David John Millikin

of 11 Old Jewry, in the City of London

(a) Here insert:  
"A Solicitor of the  
Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
in the formation  
of  
"A person named  
in the Articles of  
Association as a  
Director or  
Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of

the Supreme Court engaged in the formation

of British Universities Film Council

Limited

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Note—This margin is reserved for binding and must not be written across.

Declared at 11 Old Jewry

6 Old Jewry in the

City of London

the 22nd day of May

one thousand nine hundred and

sixty nine.

Before me,

R. C. de M. BLUM

Company limited by Guarantee and not having  
a Share Capital

955348

MEMORANDUM OF ASSOCIATION

OF

BRITISH UNIVERSITIES FILM COUNCIL LIMITED



1. The name of the Company is "British Universities Film Council Limited" (hereinafter called "the Council") ✓
2. The registered office of the Council will be situate in England ✓
3. The objects for which the Council is established are:-

(A) The advancement of education in the universities and institutions of university standard in the United Kingdom by the co-ordination and development of the use and study of film and of related media, materials and techniques for the purpose of university teaching and research, and in particular:-

- (i) to promote (a) the collection and dissemination of information
- (b) the distribution
- (c) the production

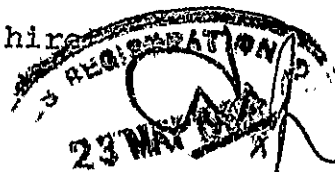
of films suitable for the above purposes

(ii) to co-operate with universities and similar bodies in other countries for the performance of these objects

(B) In furtherance of and as ancillary to the foregoing objects:-

(i) to take over the assets and liabilities of the unincorporated association known as the British Universities Film Council Limited on its dissolution on such terms and conditions as may be thought necessary

(ii) to acquire by gift devise purchase lease hire



or otherwise any real or personal property and any estate or interest therein and any rights or privileges necessary or capable of being used or applied for any of the purposes of the Council and to hold sell lease or dispose of or otherwise deal with all or any part of the same in such manner as would further the objects of the Council

(iii) subject to Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Council or their dependants

(iv) to sell manage lease mortgage exchange dispose of or otherwise deal and turn to account all or any part of the property of the Council as may be necessary to the promotion of its objects or any of them

(v) to borrow and raise money and to issue debentures debenture stock and other securities and for the purpose of securing any debt or other obligation of the Council to mortgage or charge all or any part of the property of the Council

(vi) to take all such steps as may from time to time be necessary for the purpose of promoting the objects of the Council or procuring contributions by way of donations subscriptions devises bequests and in any other manner to the funds of the Council

(vii) generally to obtain money for the objects of the Council in any lawful manner and invest apply or deal with the same in such manner as may be necessary for effecting such objects provided that money subject or representing property subject to the jurisdiction of the Department of Education and Science or the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law

(viii) to establish or encourage the formation and to affiliate combine or co-operate with any other charitable association society or corporation in all or any parts of the world having objects similar in general respects to those of the Council or being capable of being conducted so as directly or indirectly to benefit the Council or promote the objects which the Council is formed to promote but so that none of the funds of the Council shall be paid or applied to or for the benefit of any such other association society or corporation which does not prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof

(ix) generally to aid and to receive aid from any such other association society or corporation as aforesaid and to subscribe to any charitable association society or corporation with a view to obtaining any advantages or benefits for or promoting the objects of the Council

(x) to do all such other things as are necessary

to the attainment of the above objects or any of them

Provided always and it is hereby declared that the Council is established for charitable purposes only in the legal meaning of that phrase and its property and income shall be held and applied for those purposes only and that all the objects and powers of the Council set forth in this Memorandum shall be construed as limited by the foregoing terms of this proviso which shall be treated as overriding in effect and as governing all the provisions of this Memorandum notwithstanding anything expressed or implied therein to the contrary

\* Provided also that the Council 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 Council would make it a Trade Union

Provided also that in case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science the Council shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by the law and as regards any such property the Executive Committee of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee have been if no incorporation had been effected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated In case the Council shall take or hold any property which may be subject to any charitable trusts the Council shall only deal with the same in such manner as allowed by law having regards to such trusts

4. THE income and property of the Council whencesoever derived shall be applied solely towards the promotion of the objects of the Council 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 Council Provided that

nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Council or to any member of the Council in return for any services actually rendered to the Council nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Council but so that no member of the Executive Committee or other governing body of the Council shall be appointed to any salaried office of the Council or any office of the Council paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Council to any member of such Executive Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Council

5. THE liability of the members is limited

6. EVERY member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Council 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 £1

7. IF upon the winding up or dissolution of the Council 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 Council but

shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Council or to other purposes approved by the Secretary of State for Education and Science and by the Commissioners of Inland Revenue

8. TRUE accounts shall be kept of the sums of money received and expended by the Council and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Council and of the property credits and liabilities of the Council 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 Council 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 Council 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

9. NO alteration of or addition to this Memorandum of Association shall be made which would have the effect of including any object which is not in the nature of an educational charity and no such alteration or addition shall be made without the consent of the Secretary of State for Education and Science and the Board of Trade

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

---

G. Eric H. Joram      Hope Cloud, Woodfield Lane, Ashford, Surrey  
Professor of Biology.

✓

Adrian B. Blackman, 42 Wolshead Road, Glasdon, Glasgow.  
University Director of Television. ✓

Edward B. Snippen, 13 St Agnes Road, Cardiff Glam.  
University Lecturer in Education

Cyril John Duncan, 8, Brandling Park  
Newcastle upon Tyne  
University, Director of Photography & Teaching Aids Laboratory ✓

Walter James Fairbairn, Blairville,  
Ashurst Bridge, Bolton, Hants.  
University Lecturer in Zoology.

Charles Runcen Tans  
Wickhamstead, Bramley, Surrey  
University Lecturer.

Michael Uke  
113, Holden Road, London, N.12  
Director, University Audio-Visual Centre

DATED this Seventeenth day of May 1969

WITNESS to the above signatures:-

David Bruce ✓

THE COMPANIES ACTS 1948 to 1967.

Company limited by Guarantee and not having  
a Share Capital

ARTICLES OF ASSOCIATION

- of -

BRITISH UNIVERSITIES FILM COUNCIL LIMITED ✓

PRELIMINARY

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

WORDS

The Council

The Act

These Presents

The Office

The seal

The Executive Committee

The Secretary

Month

Year

In Writing

The Chairman

The Vice-Chairman

MEANINGS

British Universities Film Council  
Limited

The Companies Act 1948

These Articles of Association as  
originally framed or as from time  
to time altered by special resolution

The registered office of the Company

The Common Seal of the Company

The Executive Committee of the Council  
or the Members thereof present at a  
duly convened meeting of the Executive  
Committee at which a quorum is present

The Secretary for the time being of the  
Council

Calendar month

Year from 1st January to 31st December  
inclusive

Written or produced by any substitute  
for writing, or partly written and  
partly so produced

The Chairman for the time being of the  
Council

The Vice-Chairman for the time being  
of the Council

The Honorary Treasurer

The Honorary Treasurer for the time  
being of the Council

The Honorary Secretary

The Honorary Secretary for the time  
being of the Council

Words importing the singular number only shall include the  
plural number and vice versa

Words importing the masculine gender shall include the  
feminine gender

Words importing persons shall include corporations

The expression "Secretary" shall include an assistant or  
Deputy Secretary and any person appointed by the Executive  
Committee to perform any of the duties of the Secretary

Save as aforesaid, any words or expressions defined in the  
Act, if not inconsistent with the subject or context, shall  
bear the same meanings in these presents

Reference herein to any provision of the Act shall  
be a reference to such provision as modified by any statute  
for the time being in force

#### BUSINESS

2. The Council is established for the purposes expressed  
in its Memorandum of Association

3. Any branch or kind of business which the Council is  
either expressly or by implication authorised to undertake  
may be undertaken by the Executive Committee at such time  
or times as it may consider expedient and further may be  
suffered by it to be in abeyance, whether such branch or  
kind of business may have been actually commenced or not,  
so long as the Executive Committee may consider it expedient  
not to commence or proceed with the same.

4. The Office shall be at such place in England as the  
Executive Committee shall from time to time appoint

#### MEMBERS

5. The subscribers to the Memorandum of Association and  
such other bodies as shall be admitted to Membership in accordance

with these presents, and none others, shall be Members of the Council and shall be entered in the Register of Members accordingly. The subscribers to the Memorandum of Association shall not be deemed to be Ordinary Members and shall not be entitled to vote at General Meetings of the Council

6. For the purposes of registration of the Council the number of Members of the Council is to be taken to be unlimited ✓

7. There shall be four classes of Members of the Council namely:-

- (1) Ordinary Members
- (2) Associate Members
- (3) Corporate Members
- (4) "Other" Members

The annual rate of Membership for the different classes of Membership shall be fixed at the Annual General Meeting of the Council or at an Extraordinary Meeting Called for the purpose. The Meeting shall take into account any recommendations and observations which the Executive Committee may make. A differential rate of subscription may be fixed in the case of various categories of "Other" Members. The Executive Committee shall determine the date on which annual subscriptions shall be payable

8. The Ordinary Members shall be all bodies admitted by the Executive Committee to membership as Ordinary Members

9. (a) Ordinary Membership of the Council shall be open to all Universities and University Colleges in Great Britain and Northern Ireland and to such other similar bodies as the Executive Committee may determine

(b) Associate Membership shall be open to Overseas Universities and University Colleges and to non-profit making bodies associated with University education either in Great Britain and Northern Ireland or elsewhere

(c) Corporate Membership shall be open to any public company or corporation or industrial organisation or other

profit-making body which does not qualify for Ordinary Membership or Associate Membership

(d) Membership in the class "Other Members" shall be open to such organisations, persons or categories of organisations and persons as do not qualify as Ordinary Associate or Corporate Members but who belong to a category of organisations or persons as may from time to time be defined and approved as appropriate for Membership under this head at an Extraordinary General Meeting of the Council. Provided that at such Extraordinary General Meeting no resolution to define or approve such a category or categories of organisations or persons shall be deemed to have been carried unless two thirds of the total representatives of Ordinary Members present in person or by proxy shall have voted in favour of such resolution either in person or by proxy.

10. No body or person shall be admitted to any class of Membership of the Council unless:-

(1) the applicant or an appropriate officer of the applicant has signed and sent to the Secretary an application for admission framed in such terms as the Executive Committee shall from time to time prescribe

(2) he has supplied the Executive Committee with such further information and particulars, in addition to those contained in the application for admission, as the Executive Committee may require, and

(3) he has been approved for Membership by the Executive Committee

11. The decision of the Executive Committee as to whether or not any applicant for admission to membership of the Council shall be admitted shall be final and conclusive and the Executive Committee shall be entitled in its absolute discretion to refuse to admit to membership any applicant without giving any reason for such refusal

12. Each Ordinary Member, Associate Member, Corporate Member and other Member (not being an individual) shall immediately after his admission appoint one or more Representatives to represent him at General Meetings of the Council. Such appointment shall be for such period and on such terms as the Member may determine and the Member may remove any such Representative and appoint another Representative in his place. Each such appointment or removal of a Representative shall be effective when notice in writing thereof under the hand of an appropriate officer of the Member is received at the Office. Any such Representative shall be entitled to exercise the powers of the Member which it represents provided that only one Representative of an Ordinary Member shall be entitled to vote at any one General Meeting of the Council. The expressions "Ordinary Member", "Associate Member" and "Corporate Member" shall where the context so admits include Representatives of such Members

13. Every Member shall use his best endeavours to promote the objects and interests of the Council and shall observe all the Council's regulations affecting him contained in or effective pursuant to these Presents

14. The rights of every Member shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise

15. A Member shall immediately cease to be a Member upon the happening of any one of the events following, namely:-

(1) If he shall resign Membership by notice in writing left at the Office

(2) If the Member, being an individual, shall die or become lunatic or bankrupt or compound with his creditors or, being a corporation, shall go into liquidation or have a receiver appointed of its undertaking and assets or any part thereof

(3) If he shall fail to perform any obligation binding

upon him under these presents for one month after notice in writing requiring him to do so shall have been served upon him by the Council or if in the opinion of the Executive Committee his conduct shall be calculated in any respect to be prejudicial to the interests of the Council and he shall fail to remedy such conduct to the satisfaction of the Executive Committee for one month after notice in writing requiring him to do so shall have been served upon him by the Council and if also, in either of such cases, the Executive Committee by resolution passed by a majority of not less than three-fourths of the Members of the Executive Committee present at a meeting of the Executive Committee, of which notice specifying the intention to propose the resolution has been given, shall resolve that his Membership be terminated

16. A Register shall be kept by the Council containing the names and addresses of all the Members, together with such other particulars as may be required by the Act.

17. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Council all moneys which may become payable by him by virtue of Member's liability under the Memorandum of Association and shall forthwith return to the Secretary any property of the Council then in his possession

#### GENERAL MEETINGS

18. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Council holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in

the following year.

19. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

20. The Executive Committee may whenever it may think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

21. Twenty one days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and fourteen days' notice in writing 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 the Meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to the Members and the Auditors as are under these Presents or under the Act entitled to receive such notices from the Council but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them 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.

22. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any Member entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any Meeting.

#### PROCEEDINGS AT GENERAL MEETING

23. The Council shall not be liable in any way for the expenses incurred by any Member or its Representative in attending any General Meeting.

24. All business shall be deemed special which is transacted at an Extraordinary General Meeting and also all

business which is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Executive Committee and Auditors, the election of the Chairman, Vice-Chairman, Honorary Secretary, Treasurer, and Members of the Executive Committee and of the Auditors, the fixing of the remuneration of the Auditors and the consideration of any such resolution as is referred to in Article 41 of these presents

25. No business shall be transacted at any General Meeting unless a quorum be present when the Meeting proceeds to business. A quorum of the Council shall be twelve Representatives of Ordinary Members.

26. If within half an hour from the time appointed for holding any General Meeting a quorum be not present the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case the Meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum be not present within fifteen minutes from the time appointed for holding the Meeting the Representatives of Ordinary Members present shall form a quorum.

27. The Chairman (if any) or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Council. If there be no such Chairman or Vice-Chairman, or if at any Meeting neither the Chairman nor the Vice-Chairman be present within fifteen minutes after the time appointed for holding the Meeting, or if neither of them be willing to act as Chairman, the Representatives of Ordinary Members present shall choose some Member of the Executive Committee or, if no Member of the Executive Committee be present or if all the Members of the Executive Committee present decline to take the Chair, some Representative of an Ordinary Member of the Council present to be Chairman

28. The Chairman with the consent of any Meeting at which

a quorum is present may and, if so directed by the Meeting, shall adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned Meeting.

29. At any General Meeting 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 be demanded by a least three Representatives of Ordinary Members present. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the Minute Book of the Council, if purporting to be signed by such Chairman or by the Chairman of the next succeeding Meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

30. If a poll be duly demanded it shall be taken in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

31. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

32. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such

time and place as the Chairman shall direct

33. 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 has been demanded.

#### VOTES OF MEMBERS

34. On a shown of hands every Ordinary Member present by his Representative shall have one vote, and on a poll every Ordinary Member shall also have one vote. Members of other classes shall be entitled to attend in person or by their Representatives but not to vote at any Meeting.

#### THE EXECUTIVE COMMITTEE

35. The Executive Committee shall consist of

(a) the following ex-officio Members: the Chairman, Vice-Chairman, Honorary Secretary, and the Treasurer

(b) not more than ten other Members of the Executive Committee to be elected subject as hereinafter mentioned by the Council at its Annual General Meeting...

36. The names of the first ex-officio Members of the Executive Committee and of not more than ten other such first Members shall be determined in writing by a majority of the subscribers to the Memorandum of Association. All Members of the Executive Committee must be Representatives of Ordinary Members

37. The Chairman and Vice-Chairman will hold office until the end of the third Annual General Meeting of the Council when they shall retire but shall be eligible for re-election. Subsequent appointments of the Chairman and Vice-Chairman shall be for a period of three years when they shall retire from office at the end of the Annual General Meeting but shall be eligible for re-election

38. At the end of the first and every subsequent Annual General Meeting the other ex-officio Members of the Executive Committee shall retire but shall be eligible for re-election either to the same or any other ex-officio office

39. At the end of the first Annual General Meeting of the

Council all the other Members of the Executive Committee shall retire from office but shall be eligible for re-election, and at the end of the Annual General Meeting in every subsequent year one third of such other Members or, if their number is not a multiple of three, then the number nearest one-third shall retire from office by rotation

40. The other such Members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election but, as between persons who became Members of the Executive Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot

41. Any such other Member of the Executive Committee retiring by rotation shall not be eligible for re-election unless otherwise determined by a resolution approved by not less than three-fourths of the Representatives of Ordinary Members present and any such resolution shall be deemed to be ordinary business

42. The Executive Committee shall have power at any time and from time to time to appoint a Representative of any Ordinary Member to be a Member of the Executive Committee either to fill a casual vacancy or as an additional Member; but so that the total number of Members of the Executive Committee shall not at any time exceed the maximum number fixed by or in accordance with these Presents. Any Member of the Executive Committee so appointed shall hold office only until the end of the next following Annual General Meeting and then shall be eligible for re-election

43. No person shall be eligible for election as a Member of the Executive Committee at any General Meeting unless he is nominated by the Executive Committee, or by an Ordinary Member, not less than three and not more than twenty-one days before the date pointed for the Meeting and there shall have been left at the Office notice in writing of such nomination, signed by the proposer and also notice

in writing signed by the nominee of his willingness to be elected

44. The Members of the Executive Committee shall not be entitled to any remuneration for their services, but the Executive Committee may authorise the payment by the Council to any Member of the Executive Committee of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of the Council.

#### DISQUALIFICATION OF MEMBERS OF EXECUTIVE COMMITTEE

45. The Office of Member of the Executive Committee (whether ex-officio or otherwise) shall be vacated in any one of the following events namely:-

(1) if he shall for any reason cease to be a Representative of an Ordinary Member

(2) if he shall resign his office by writing under his hand left at the Office

(3) if he shall become lunatic or of unsound mind or bankrupt or compound with his creditors

(4) if he shall hold any place of profit under the Council

(5) if he shall become prohibited from being a Member of the Executive Committee by reason of any order made under the Act

(6) if he shall be removed from office by resolution passed by the affirmative vote of not less than three-fourth of the Members of the Executive Committee present at the Meeting of the Executive Committee at which the resolution was proposed

#### PROCEEDINGS OF THE EXECUTIVE COMMITTEE

46. The Chairman shall be the Chairman of the Executive Committee but if the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Members of the Executive Committee present may choose

one of their number to be Chairman of the Meeting

47. The Members for the time being of the Executive Committee may act notwithstanding any vacancy in their body

48. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit. Unless and until otherwise determined by the Executive Committee questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Chairman of the Executive Committee may and the Secretary on the requisition of not less than four Members of the Executive Committee shall at any time summon a Meeting of the Executive Committee

49. It shall not be necessary to give notice of a Meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless and until so fixed shall be five

51. A resolution in writing signed by all the Members of the Executive Committee for the time being in the United Kingdom shall be as effective as if it had been passed at a meeting of the Executive Committee duly convened and held

52. The Executive Committee may delegate any of its powers (other than the power to admit or expel Members of the Council) to sub-Committees, as it may think fit. In the exercise of the powers so delegated any sub-committee so formed shall conform to any regulations which may be imposed on it by the Executive Committee

53. All acts bona fide done at any Executive Committee or sub-Committee Meeting or by any person acting as a Member of the Executive Committee, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Member of the Executive Committee or person acting

as aforesaid or that he or any of them was ineligible or had vacated office, shall be as valid as if every such person had been duly appointed and was eligible and had continued to be a Member of the Executive Committee

#### POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

54. The business and affairs of the Council shall be managed by the Executive Committee, which may pay all expenses incurred in promoting and registering the Council and (subject as hereinafter provided) may exercise all such powers of the Council as are not by the Act or by these Presents required to be exercised by the Council in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Council in General Meeting; but no regulation made by the Council in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Executive Committee by any other Article

55. The Executive Committee may exercise all the powers of the Council to borrow or raise money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, and any such debentures and other securities may be issued at par or at a premium or at a discount.

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

#### SECRETARY

57. The Secretary shall be appointed by the Executive Committee

for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Executive Committee. The provisions of Sections 177 to 179 of the Act shall apply and be observed. The Executive Committee may from time to time 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

#### MINUTES

58. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (1) of all appointments of officers and
- (2) of the names of the Members of the Executive Committee present at every meeting of the Executive Committee and of any Sub-Committee of the Executive Committee and
- (3) of all resolutions and proceedings at all meetings of the Council of the Executive Committee and of all Sub-Committees of the Executive Committee

Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

#### THE SEAL

59. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and shall be so affixed in the presence of at least the Chairman (or Vice-Chairman) and by two Members of the Executive Committee and of the Secretary or such other person as the Executive Committee may from time to time appoint for the purpose, and the chairman (or Vice-Chairman) and by two members of the Executive Committee and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Council such signatures shall

be conclusive evidence of the fact that the Seal has been properly affixed.

#### ACCOUNTS

60. The Executive Committee shall cause true accounts to be kept with respect to:-

(1) all sums of money received and expended by the Council and the matters in respect of which such receipt and expenditure take place;

(2) all sales and purchases of goods by the Council; and

(3) the assets and liabilities of the Council

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 Council and to explain its transactions

61. 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 Executive Committee may think fit, and shall always be open to the inspection of the Members of the Executive Committee

62. Subject and without prejudice to the provisions of Article 61 as regards Members of the Executive Committee, the Council in General Meeting may at any time or from time to time make reasonable conditions and regulations as to the time and manner of inspection by Members of the accounts of the Council, and subject to any such conditions and regulations such accounts shall be open to the inspection of Members at all reasonable times during business hours.

63. At the Annual General Meeting in every year the Executive Committee shall lay before the Council a proper income and expenditure account containing all such particulars with regard to the capital, the assets and the liabilities of the Council as are required by the Act.

64. Every such balance sheet as aforesaid shall be signed

presents is required to be served by any Member on the Council or on the Secretary or any other officer of the Council. may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Council or to the Secretary or other officer of the Council as the case may be, at the Office.

#### WINDING UP

70. If the Council shall be wound up the provisions contained in Clause 7 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these presents.

#### INDEMNITY

71. Every Member of the Executive Committee, Officer and Auditor of the Council shall be indemnified out of the assets of the Council against any liability incurred by him as such Member of the Executive Committee, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

on behalf of the Executive Committee by two Members of the Executive Committee and shall be accompanied by a report of the Executive Committee as to the state of the Council's affairs, and it shall also have attached to it the Auditors' report.

65. A copy of every income and expenditure account, balance sheet and report 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 Annual General Meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall also be open to inspection and be read before the Meeting as required by Section 162 of the Act.

#### AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act and Sections 13 and 14 of the Companies Act 1967 the Members of the Executive Committee being treated as the Directors mentioned in those Sections

#### NOTICES

67. Any notice or other document may be served by the Council on any Member either personally or by sending the same through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members.

68. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.

69. Any notice or other document which pursuant to these

G. E. H. Jona. Thorpe Cloud, Woodfield Lane,  
Ashted, Surrey  
Professor of Biology

Andreas Kellaejan, 42 Blosshead Road, Bearsden, Glasgow.  
University Director of Education.

Edward S. Simpson 13 St Agnes Road, Blandford  
University Lecturer in Education

Cyril John Duncan, 8 Brandling Park, Newcastle upon Tyne  
University - Director of Photography & Teaching Aids Laboratory

Walter James Fairbairn, Blairville  
Ashurst Partridge, Jotton, Hants.  
University Lecturer in Zoology.

Charles Runcen Towns  
Millmead, Bramley, Surrey  
University Lecturer

Michael Able  
123 Holden Road, London, N.12  
Director University Audio-Visual Centre

DATED the seventeenth day of May 1969.

WITNESS to the above signatures:-

David Bruce  
23 Cornwall Gardens, London SW7  
Executive



## CERTIFICATE OF INCORPORATION

No. 955248

I hereby certify that

**BRITISH UNIVERSITIES FILM COUNCIL LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **2ND JUNE, 1969.**

A handwritten signature in dark ink, appearing to read 'F. L. Knight'.

( F. L. KNIGHT )

*Assistant Registrar of Companies*