



CHRISTIAN COPYRIGHT LICENSING INTERNATIONAL LIMITED 02580472

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Overview

- Registered office address: Pacific House Unit 16-17 Pacific House, 1 Easter Island Place, Eastbourne, East Sussex, United Kingdom BN23 6FA
- Company type: Private limited company
- Incorporated on: 6 February 1991
- Status: Active

Key filing dates

- Accounting reference date: 31 March
- Last accounts made up to: 31 March 2022
- Next accounts due: 31 December 2023
- Last confirmation statement date: 22 November 2022
- Next confirmation statement due: 6 December 2023
- Last members list: 22 November 2015

Nature of business (SIC)

- 96090 Other service activities not elsewhere classified

Previous company names

| Name | Period |
|--|-------------------|
| CHRISTIAN COPYRIGHT LICENSING (EUROPE) LIMITED | 7 November 2008 |
| CHRISTIAN COPYRIGHT LICENSING LIMITED | 27 September 1996 |
| LAW 342 LIMITED | 19 June 1991 |

People

Officers:

14 officers / 10 resignations

- Secretary DOLING, Ian **ACTIVE**
- Nationality: British
- Appointed: 31 August 2006
- Correspondence address: Pacific House Unit 16-17, Pacific House, 1 Easter Island Place, Eastbourne, East Sussex, United Kingdom, BN23 6FA
- Occupation: Finance Manager

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- Director BADAVAS, Christos **ACTIVE**
 - Nationality: American
 - Appointed: 23 February 2022
 - Date of birth: April 1969
 - Correspondence address: Pacific House Unit 16-17, Pacific House, 1 Easter Island Place, Eastbourne, East Sussex, United Kingdom, BN23 6FA
 - Country/State of Residence: United States
 - Occupation: Executive

-
- Director HAWKER, Malcolm John **ACTIVE**
 - Nationality: Australian
 - Appointed: 7 September 2012
 - Date of birth: March 1966

- Correspondence address: Pacific House Unit 16-17, Pacific House, 1 Easter Island Place, Eastbourne, East Sussex, United Kingdom, BN23 6FA
 - Country/State of Residence: United States
 - Occupation: President / Ceo
-

- Director ROSS, George Edwin **ACTIVE**
 - Nationality: American
 - Appointed: 27 February 2022
 - Date of birth: April 1972
 - Correspondence address: 17205, Se Mill Plain Blvd, Suite 150, Vancouver, Wa 98683, United States
 - Country/State of Residence: United States
 - Occupation: President
-

- Secretary ANFUSO, Victor **RESIGNED**
 - Appointed: 10 May 1991
 - Resigned: 26 June 1991
 - Correspondence address: 3101 N E 156th Avenue, Portland, Oregon 97230, United States Of America
-

- Secretary BODKIN, Andrew David **RESIGNED**
 - Appointed: 1 October 2005
 - Resigned: 31 August 2006
 - Correspondence address: 56 South Road, Hailsham, East Sussex, BN27 3JQ
-

- Secretary BOOKER, Geoffrey James **RESIGNED**
 - Nationality: British
 - Appointed: 10 July 1992
 - Resigned: 30 September 2005
 - Correspondence address: Larkrise Cowbeech, Hailsham, East Sussex, BN27 4JJ
 - Occupation: Management Consultant
-

- Nominee Secretary HUNTSMOOR NOMINEES LIMITED **RESIGNED**
- Appointed: 6 February 1991
- Resigned: 10 May 1991
- Correspondence address: Carmelite, 50 Victoria Embankment Blackfriars, London, EC4Y 0DX

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- Director ANFUSO, Victor **RESIGNED**
 - Nationality: American
 - Appointed: 10 May 1991
 - Date of birth: September 1932
 - Resigned: 7 September 2012
 - Correspondence address: Chantry House, 22, Upperton Road, Eastbourne, East Sussex, England, BN21 1BF
 - Country/State of Residence: Usa
 - Occupation: Business Consultant
-

- Director BODKIN, Andrew David **RESIGNED**
 - Nationality: British
 - Appointed: 1 October 2005
 - Date of birth: July 1966
 - Resigned: 12 May 2016
 - Correspondence address: Chantry House, 22, Upperton Road, Eastbourne, East Sussex, England, BN21 1BF
 - Country/State of Residence: England
 - Occupation: Company Director
-

- Director BOOKER, Geoffrey James **RESIGNED**
 - Nationality: British
 - Appointed: 10 July 1992
 - Date of birth: July 1947
 - Resigned: 30 September 2005
 - Correspondence address: Larkrise Cowbeeck, Hailsham, East Sussex, BN27 4JJ
 - Country/State of Residence: United Kingdom
 - Occupation: Management Consultant
-

- Director GAUTHIER, David Craig **RESIGNED**
 - Nationality: American
 - Appointed: 26 June 1991
 - Date of birth: September 1952
 - Resigned: 10 July 1992
 - Correspondence address: Brownings Hotel 28 Upperton Road, Eastbourne, East Sussex, BN21 1JS
 - Occupation: Managing Director
-

- Director RACHINSKI, Howard Dale **RESIGNED**
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- Nationality: American
 - Date of birth: April 1951
 - Resigned: 2 November 2018
 - Correspondence address: Chantry House, 22, Upperton Road, Eastbourne, East Sussex, England, BN21 1BF
 - Country/State of Residence: United States
 - Occupation: Chairman And Founder
-

- Nominee Director HUNTSMOOR NOMINEES LIMITED **RESIGNED**
 - Appointed: 6 February 1991
 - Resigned: 10 May 1991
 - Correspondence address: Carmelite, 50 Victoria Embankment Blackfriars, London, EC4Y 0DX
-

Persons with significant control: 1 active person with significant control / 0 active statements

- Blackstone Inc. **ACTIVE**
- Correspondence address: 354, Park Avenue, New York, United States, NY 10154
- Notified on: 23 February 2017
- Governing law: Us Law
- Legal form: Incorporate Company

Nature of control:

- Ownership of shares – 75% or more
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- Mr Suhail Raza Rizvi **CEASED**
- Correspondence address: 575, Madison Avenue, New York, New York, Usa, 10022
- Notified on: 6 April 2016
- Ceased on: 23 February 2017
- Date of birth: December 1965
- Nationality: Usa
- Country of residence: Usa

Nature of control:

- Ownership of shares – 75% or more

- Ownership of voting rights - 75% or more
- Right to appoint and remove directors

-
- Mr John Angelo Giampetroni **CEASED**
 - Correspondence address: 260, East Brown Street, Birmingham, Michigan, Usa, 48009
 - Notified on: 6 April 2016
 - Ceased on: 23 February 2017
 - Date of birth: January 1966
 - Nationality: Usa
 - Country of residence: Usa

Nature of control:

- Ownership of shares – 75% or more
- Ownership of voting rights - 75% or more
- Right to appoint and remove directors

Recent Filing History

| Date | Form | Description |
|-------------|------|---|
| 23 Feb 2023 | CH01 | Director's details changed for Mr Malcolm John Hawker on 18 February 2023 |
| 29 Dec 2022 | AA | Accounts for a small company made up to 31 March 2022 |
| 24 Nov 2022 | CS01 | Confirmation statement made on 22 November 2022 with no updates |

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
Of
CHRISTIAN COPYRIGHT LICENSING INTERNATIONAL LTD

1. The name of the Company is LAW 342 LIMITED¹.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:

And it is hereby declared that:

- a. To carry on the business of general music and book publishers and printers and of a recording and video company and in particular to copyright, print, reprint, publish, copy, distribute, exploit, vend, purchase or otherwise acquire, sell offer for sale, transfer, grant, license, dispose of, translate, make versions of, dramatise, arrange, adapt, transpose, transcribe, perform, record, represent, produce, reproduce, make, or procure the making of any transcription or record, deal in or otherwise use music, lyrics, poems, musical compositions and works, dramatic, artistic, musical and literary property, works and material, computer software, magazines, periodicals, journals, books, and other publications, and the copyright therein in all parts of the work, in any and every form and manner and by any and every method and means, now or hereafter known or in existence and any and all rights and interest therein and thereto.
- b. To employ and exploit the services of singers, entertainers, recording artists, actors, musicians, composers, script writers, critics, playwrights, radio and television broadcasters, announcers and other professional persons; to act as theatrical employers, producers and agents and to establish, maintain and carry on an agency for an in respect of all, or any of the aforesaid persons, and to negotiate, purchase, sell, let on hire and sub-let their services, acts, works, instruments and productions and generally to carry on all or any of the businesses of agents for theatrical and musical performances and entertainments of all kinds, proprietors and

¹ The name of the Company was changed by Special Resolution on 10 May 1991 to "CHRISTIAN COPYRIGHT LICENSING LIMITED", and changed again by Special Resolution on 21 November 2002 to "CHRISTIAN COPYRIGHT LICENSING (EUROPE) LIMITED" and on the 29th October 2008 to CHRISTIAN COPYRIGHT LICENSING INTERNATIONAL LIMITED

operations of recording studios, sound and recording equipment, producers and marketers of gramophone records, tape recordings and films, amusement caterers, manufacturers, distributors, agents for the purchase and sale of, and dealers in musical instruments and suppliers of all kinds of electrical goods, fancy goods, novelties, devices and merchandise of every description, box office keepers, organisers of, and agents for advertising schemes of all kinds, advertising experts, consultants and contractors and general merchants and traders; and to provide persons, firms or companies carrying on any profession, business, trade or occupation with all premises, equipment, office furniture, office cleaning, repairs and decoration, lighting, heating, telephones, transport, books, periodicals, reports, stationery and staff and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation.

- c. To purchase or otherwise acquire, and to hold, develop, turn to account, exploit, sell, exchange, lease, hire, charge, convert, dispose of and deal with rights of copyright in and all other kinds of rights over or in respect of, and contracts, obligations and options in any way concerning journalistic, musical, dramatic, theatrical, literary, artistic and pictorial works, scripts of all kinds, television and performing rights, photographs, videos, films, motion pictures, radio productions, and generally entertainments and artistic creations of all kinds.
- d. To carry on in any part of the world any other business or trade which may seem to the Company capable of being conveniently carried on in connection with or ancillary to all or any of the above-mentioned businesses or objects or calculated with or ancillary to all or any of the above-mentioned businesses or objects or calculated directly or indirectly to enhance the value of or render more profitable any property, rights or privileges real or personal belonging to the Company or in which the Company may be interested.
- e. To apply for, register, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patent rights, *brevets d'invention*, trade marks, service marks, designs, copyrights formulae, licences, processes, privileges, protections, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use of any secret or other information which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, work, experiment and carry on research in respect of any property, rights or information of the Company whether acquired as aforesaid or otherwise and to expend money in experimenting upon, testing or improving such patents, inventions or rights.
- f. To manufacture and sell, or otherwise dispose of any of the articles which can be manufactured under any of the aforesaid rights or any

other rights of whatsoever nature held by the Company and to work, grant licences in respect of, promote, develop, hold, sell, hire, charge, convert, dispose of and otherwise turn to account all property, rights or information held by the Company, whether as owner, licensee or otherwise, and contracts, obligations and options relating thereto and in particular by carrying on any business which may be conducive thereto.

- g. To purchase, take in exchange, or on lease or hire or by any other means acquire and hold any freehold, leasehold or other property for any estate or interest whatsoever and any licences, privileges, concessions, easements and any other rights, options or interests over or in respect of any such property and any other real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or enhance the value of any property of the Company and to vest any real or personal property, rights or interests acquired by or belonging to the Company in the person or company on behalf of or for the benefit of the Company, with or without any declared trust in favour of the Company.
- h. To support and subscribe to any charitable or public object or any institution, society or club which may be for the benefit of the Company or any holding, subsidiary or associated company as hereinbefore defined or the employees thereof or which may be connected with any town or place where the Company or such other companies aforesaid carries on business and to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds or life assurance schemes for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any such other companies as aforesaid or who are or were at any time directors or officers of the Company or of any such other companies as aforesaid, the wives, widows, families and dependants of any such persons, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or in any of the such other companies as aforesaid to be held for the benefit of the employees of the Company and subject to the provisions of Sections 151 to 158 inclusive of the Companies Act 1985 to lend money to the employees of the Company or of any such other companies as aforesaid to enable them to purchase shares in the Company or in any such other company as aforesaid.
- i. To amalgamate, enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, joint venture or reciprocal concessions or cooperation with any company, firm or persons carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, or the payment of the

dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

And it is hereby declared that:

- i. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, firm or other person or body of persons, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and,
 - ii. The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.
4. The liability of the members is limited.
 5. The initial authorised share capital of the Company is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and have attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of shares taken by each subscriber (in words) |
|--|--|
| Huntsmoor Nominees Limited 180 Fleet Street London EC4A 2NT Limited Company | One |
| CHARLOTTE A FISHER For and on behalf of Huntsmoor Nominees Limited | |
| Huntsmoor Limited 180 Fleet Street London EC4A 2NT Limited Company | One |
| CHARLOTTE A FISHER For and on behalf of Huntsmoor Limited | |

DATED the 17th day of December 1990

WITNESS to the above signatures:

DIARMUID CUMMINS
180 Fleet Street
London EC4A 2NT
Clerk

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHRISTIAN COPYRIGHT LICENSING INTERNATIONAL LIMITED

PRELIMINARY – PRIVATE COMPANY

1. The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these articles, the regulations contained in Table A in the Companies (Tables A – F) regulations 1985 (hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References to "Regulations" are to the regulations in Table A.

INTERPRETATION

2. References in these articles to "these Articles" shall be construed as references to the articles of association of the Company for the time being in force, and references to "the Act" shall be construed as references to the Companies Act 1985 as amended by the Companies Act 1989 and from time to time.

ALLOTMENT OF SHARES

3.
 - (a) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, at any time or times during the period of five years from the date of incorporation to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in General Meeting.
 - (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by special resolution otherwise direct. The offer shall be made by

notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of these articles by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

RENOUNCEABLE ALLOTMENT LETTERS

4. Where any renounceable allotment letters or other renounceable documents are issued by the company in respect of the issue or offer of any shares, the directors may at their discretion impose such restrictions as they may think fit upon the right of any allottee or other person to whom the offer is made to renounce the shares so allotted or offered.

LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (including fully paid shares) standing registered in the name of any person (whether registered in his sole name or jointly with another person or persons) for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 shall not apply.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 shall not apply to the Company.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
8. If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day within 21 days thereafter and/or at such other time and place as the directors may determine except that, if the meeting was called by or convened upon the requisition of the members, it shall not be so adjourned but shall be dissolved. If a quorum is not present at any such adjourned meeting then, provided that the member(s) present hold(s) not less than 75% in nominal value of the ordinary shares in issue any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a General Meeting of the Company duly convened and held. Regulation 41 shall be amended accordingly.
- 9.
- (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairman or any member present in person or by proxy and entitled to vote. Regulation 46 shall not apply.
- (b) If at any General Meeting any votes shall be counted which ought not to have been counted, or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

MEMBERS' RESOLUTIONS

10. Subject to the provisions of the Act, a resolution in writing of all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from one or more of such members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. If the Company has not appointed auditors or, if the Company has declared itself dormant in accordance with the Act, then they shall not be required to obtain auditors' approval to written resolutions as otherwise required by the Act. Regulation 53 shall not apply.

PROXIES

11. An instrument appointing a proxy may be in any usual or common forms or in any other form which the directors may approve. Regulations 60 and 61 shall not apply
12. An instrument appoint a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certificated copy of the power or authority, may be handed to the Chairman of the meeting and Regulation 62 shall be modified accordingly.

BORROWING POWERS

13. The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 14.
- (a) Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may notwithstanding his office hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a member may act in a

professional capacity for the Company and be remunerated therefor and shall not by any reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly. The last sentence of Regulation 84 shall not apply.

- (b) For the purposes of Regulation 85 (as modified by Article 14(a)) a director shall be deemed to be interested in any transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of section 317 of the Act. In the case of any transaction or arrangement with the Company in which the director is interested before it is made or entered into, a general notice given by a director and which otherwise complies with Regulation 86(a) shall not be a disclosure as provided therein unless it relates to a specified company or firm of which he is a member or a specified person who is connected with the director within the meaning of Section 346 of the Act. Regulation 86 shall be modified accordingly.

APOINTMENT AND RETIREMENT OF DIRECTORS

15.

- (a) Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one. In circumstances where there is one director only the quorum may be one and that director or his alternate shall exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and Regulation 89 shall be modified accordingly. Regulation 64 shall not apply.
- (b) The Company may by ordinary resolution appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director.
- (c) The directors may from time to time by resolution appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
- (d) A director shall automatically cease to be a director if he becomes incapable by reason of illness, injury or mental disorder of properly exercising his functions as a director.
- (e) There shall be no retiring age for directors and Section 293 of the Act shall not apply.
- (f) The directors shall not be required to retire by rotation and accordingly Regulations 73 to 80 (inclusive) shall not apply, and all other references in Table A to retirement by rotation shall be disregarded.
- (g) A member or members having the right to attend and vote at any General Meeting of the Company and holding 75% in nominal

value of the shares giving that right may from time to time by notice in writing left at or sent to the registered office of the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not of such member or members. Any such notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from such member or members.

ALTERNATE DIRECTORS

16.

- (a) The words "approved by resolution of the directors and" shall be deleted from Regulation 65.
- (b) A person appointed as an alternate director who is not a director shall not be deemed to be a director by reason of such appointment and except as provided in these articles or in the instrument appointing him shall not have power to act as a director nor have any of the responsibilities or duties of a director. An alternate director shall not be deemed to be the agent of his appointor except in relation to matters in which he acted or failed to act on the direction or at the request of his appointor. Regulation 69 shall not apply.
- (c) A director present at a meeting of directors or a committee of directors and appointed alternate for another director shall have an additional vote for each of his appointors absent from such meeting and an alternate director so present and appointed alternate for more than one director shall have one vote for each appointor. For the purposes of determining whether a quorum is present a director or alternate shall count as one director for each vote which he is entitled to exercise. Regulations 88 and 89 shall be modified accordingly.
- (d) An alternate director shall be entitled to attend and vote at any meeting of the directors and of any committees of directors of which appointor is a member at which the director appointing him is not personally present. Subject as provided in Article 17(b), the provisions of these articles relating to whether or not a director may vote or be counted in a quorum on resolutions concerning matters in which such director has an interest or duty and to the disclosure of any such interest or duty shall apply to every such alternate director *mutatis mutandis*.
- (e) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director. The appointor of an alternate director may direct the payment to the alternate director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate director shall not be entitled to any remuneration from the Company for acting in that capacity. An alternate director shall be entitled to notice of meetings whether or not absent from the United Kingdom. Regulation 66 shall be modified accordingly.

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- (f) The appointment of an alternate director shall *ipso facto* determine on the happening of any event upon which if he were a director he would be liable to vacate that office under these regulations or if for any reason his appointment is revoked or his appointor ceases to be a director. Regulation 67 shall not apply.
- (g) All appointments and revocations of appointments of alternate directors shall be made by notice in writing (including a telex, facsimile, cable or telegram) to the Company signed by or otherwise emanating from the appointor. Regulation 68 shall not apply.

PROCEEDINGS OF DIRECTORS

17.

- (a) A resolution in writing of all the directors for the time being may consist of several documents (including a telex, facsimile, cable or telegram) each signed by or otherwise emanating from one or more of the directors. Regulation 93 shall be modified accordingly.
- (b) Subject to the provisions of the Act, a director may vote at a meeting of directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 other than a resolution for the approval of an alternate director appointed by him provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 (as modified by Article 14(b)) to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly.
- (c) It shall not be necessary for every director present at any meeting of the directors or committee of the directors to sign his name or for any book to be kept for that purpose. Regulation 100 shall be construed accordingly.
- (d) Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting shall be deemed to constitute presence in person at such meeting.
- (e) All directors whether or not absent from the United Kingdom shall be entitled to receive notice of meetings of the directors. Regulation 88 shall be modified accordingly.

SECRETARY

19. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The directors may from time to time by resolution appoint one or more joint, assistant or deputy secretaries to exercise the function of the secretary. Regulation 99 shall be modified accordingly.

PENSIONS AND ALLOWANCES

20. The directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment of service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependents of any such persons, and establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons aforesaid, subject always, if so required by law, to particulars with respect to the proposed payment being approved by the Company, and a director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NOTICES

20.

- (a) Any written notice required or authorised to be given hereunder may be sent by letter sent pre-paid first class mail (by air where practicable) or by telex, facsimile, cable or telegram addressed as follows:

To a member or his legal personal representative or trustee in bankruptcy:

At such member's address as shown in the Company's Register of Members

To a director:

At his last known address or at the address notified by him to the Company for that purpose

To the Company:

At its registered office.

- (b) Any notice so sent shall be deemed to have been given as follows:

Notice by telex, facsimile, cable or telegram:

On receipt or 24 hours after despatch, whichever occurs first.

Notice by letter:

On receipt or 48 hours after despatch, whichever occurs first.

- (c) Proof that the telex, facsimile, cable, telegram or letter (as the case may be) was properly addressed, prepaid and despatched shall be sufficient evidence of service. Regulation 115 shall not apply.
- (d) In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the Register of Members in respect of the joint holding. Notice so given shall constitute notice to all the joint holders,

INDEMNITY

21. Subject to the provisions of and so far as may be permitted by the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability incurred by him in defending any proceedings civil or criminal which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company, and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part), or in which he is acquitted, or in connection with any application under any statute for relief from liability in respect of any act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Huntsmoor Nominees Limited
180 Fleet Street
London EC4A 2NT

Limited Company

CHARLOTTE A FISHER
For and on behalf of Huntsmoor Nominees Limited

Huntsmoor Limited
180 Fleet Street
London EC4A 2NT

Limited Company

CHARLOTTE A FISHER
For and on behalf of Huntsmoor Limited

DATED the 17th day of December 1990

WITNESS to the above signatures:

DIARMUID CUMMINS

180 Fleet Street
London EC4A 2NT

Clerk



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

No. 2580472

I hereby certify that

LAW 342 LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 6 FEBRUARY 1991

P. Bevan
P. BEVAN

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2580472

I hereby certify that

LAW 342 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

CHRISTIAN COPYRIGHT LICENSING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 19 JUNE 1991

M. Rose
M. ROSE

an authorised officer



THE COMPANIES ACT 1985

Company No. **2580472**

The Registrar of Companies for England and Wales hereby certifies that

CHRISTIAN COPYRIGHT LICENSING (EUROPE) LIMITED

formerly called **CHRISTIAN COPYRIGHT LICENSING (EUROPE) LIMITED**

which name was changed by special resolution was incorporated under the **Companies Act 1985**

as a limited company on the **6th February 1991** and that the certificate of incorporation altered to meet the circumstances of the case was issued on the **27th September 1996**

Given at Companies House, Cardiff the **21st November 2002**

MRS V STEPHENS

for the Registrar of Companies



Companies House

— for the record —



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2580472

The Registrar of Companies for England and Wales hereby certifies that

**CHRISTIAN COPYRIGHT LICENSING (EUROPE)
LIMITED**

having changed its name, is now incorporated under the name of

**CHRISTIAN COPYRIGHT LICENSING
INTERNATIONAL LIMITED**

Given at Companies House on 7th November 2008.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES