



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

**MEMORANDUM OF ASSOCIATION OF
DEVELOPMENT MEDIA WORKSHOP**

**Adopted by the Board of the
Development Media Workshop on**

Wednesday 16th November 2005

A handwritten signature in black ink, which appears to read 'Lewis Mc Cusker', is written over a horizontal line.

(CHAIRMAN)

A handwritten date '16th Nov 2005' is written over a horizontal line.

(Date)

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL****MEMORANDUM OF ASSOCIATION OF****DEVELOPMENT MEDIA WORKSHOP**

1. The Company's name is:-

Development Media Workshop

2. The Company's registered office is to be situated in Northern Ireland.

3. The objects of the Company shall be to:-

Promote the efficiency and effectiveness of community and voluntary organisations and projects in the island of Ireland and worldwide (the "area of benefit") by providing media services, including facilitation of community media projects, investigative writing and production of information publications, photography, video and audio programme making, training, evaluations, the development of communication strategies and other practical support to such organisations and projects for the benefit of the public.

- B. Develop the capacity and skills of the members of socially and economically disadvantaged communities in the area of benefit in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society.

- C. Advance the education of the public:

- (a) in the knowledge, understanding and appreciation of film-making and allied techniques and in particular, but without prejudice to the foregoing, by:
- (i) providing education and training in film and digital media; and
 - (ii) encouraging and supporting film and digital media production.
- (b) by the production and broadcast of films and documentaries that advance the knowledge and understanding of differing cultures, traditions, beliefs and political, social and economic development.

4. POWERS

In furtherance of the said objects, but not further or otherwise, the Company

shall have power to:

- (a) provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain such buildings, premises and centres as may from time to time be required for the purposes of the Company;
- (b) co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (c) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (d) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and recreational and other leisure - time activities;
- (e) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- (f) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (g) accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Company;
- (h) issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (i) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (j) borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the

Company;

- (k) take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (l) invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (m) make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (n) establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (o) make regulations for the proper supervision, control and management of any property which may be so acquired;
- (p) employ and pay any person or persons not being a Director of the Company to supervise, organise, carry on the work of and advise the Company;
- (q) insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (r) subject to the provisions of clause 5 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 Company or their dependants;

engage consultants, advisors and other professionals as appropriate;

- (t) amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (u) pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

- (v) do all such other lawful things as shall further the above objects or any of them.

Provided that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- 5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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 members or Directors of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a Director for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that Company; and
 - (e) to any member of its Board of Directors of reasonable and proper out-of-pocket expenses.
- 6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
8. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

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

ARTICLES OF ASSOCIATION OF

DEVELOPMENT MEDIA WORKSHOP

INTERPRETATIONS

1. In these articles:-

- "the Order" means the Companies (Northern Ireland) Order 1986;
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "communication" means the same as in the Electronic Communications Act (Northern Ireland) 2001;
- "electronic communication" means the same as in the Electronic Communications Act (Northern Ireland) 2001;
- "the Seal" means the common seal of the Company;
- "Secretary" means any person appointed to perform the duties of the Secretary of the Company;
- "the United Kingdom" means Great Britain and Northern Ireland.

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Order or any statutory modification thereof in force at the time at which these articles become binding on the Company.

MEMBERS

2. The first members of the Company shall be the subscribers to the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons, associations, societies, companies or other corporate bodies as the Directors shall admit to membership shall be members of the Company.
4. Any member which is an association or a corporate body shall by resolution of its governing body appoint a deputy who shall during the continuance of his/her appointment be entitled to exercise in any General Meeting all such rights and powers as the association or the corporate body would exercise if it were an individual person.

REGISTER OF MEMBERS

5. The Company shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to their name or address. Every member shall be entitled to receive a copy of the Memorandum and Articles of Association of the Company at no charge.

CESSATION OF MEMBERSHIP

The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

7. A member shall cease to be a member if:-
 - (a) such member resigns by notice in writing addressed and delivered to the Secretary; or
 - (b) such member is expelled from membership by an ordinary resolution in that behalf carried at a duly convened General Meeting of the Company at which such member shall be first afforded the opportunity to make representations on the matter; or
 - (c) such member ceases to be a body corporate or unincorporate or goes into liquidation or is dissolved.

GENERAL MEETINGS

8. (a) Subject to paragraph (b), the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
- (b) So long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
- (c) The business of an Annual General Meeting shall comprise:-
 - (i) the appointment of Directors;
 - (ii) the consideration of the Report and Accounts presented by the Directors;
 - (iii) the apportionment of any profit;
 - (iv) the appointment and the fixing of the remuneration of the Auditor or Auditors (if appropriate);
 - (v) such other business as may have been specified in the notices calling the meeting.

All other business transacted at an Annual General Meeting shall be deemed special.

9. The Directors or ten per cent of the members of the Company for the time being may whenever they think fit convene an Extraordinary General Meeting of the Company. The notice of such a meeting must be given in accordance with article 12 below and must state the objects of the meeting.
10. An Annual General Meeting, or an Extraordinary General Meeting, shall constitute a General Meeting of the Company.
11. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration of the Memorandum and Articles of Association of the Company and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than three-fourths of members present and voting at a General Meeting.

- (b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting.

NOTICES

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice in writing. Any other General Meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. The notice shall be given to all the members and to the Auditors.

Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

14. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
16. The Company in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

17. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
18. No business shall be transacted at a General Meeting unless a quorum is present. The quorum shall be two members.
19. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 a day, time and place as the Directors may determine.

20. The Chairperson, if any, of the Directors shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
21. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
22. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 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 an adjournment or of the business to be transacted at an adjourned meeting.
23. A resolution put to the vote of a meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded:-
 - (a) by the Chairperson; or
 - (b) by not less than three members having the right to vote at the meeting.
24. Unless a secret ballot is duly demanded, a declaration by the Chairperson 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 made to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a secret ballot may, before the secret ballot is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
26. Except as provided in article 28, if a secret ballot is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded.

27. Where there is an equality of votes, whether on a show of hands or on a secret ballot, the Chairperson of the meeting at which the show of hands takes place, or at which the secret ballot is demanded, shall be entitled to a second or casting vote.
28. A secret ballot demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A secret ballot demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a secret ballot has been demanded may be proceeded with pending the taking of the secret ballot.
29. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
30. Each member shall have one vote. Votes may only be cast personally by the members present. Proxy voting is not permitted.

DIRECTORS

31. Unless otherwise determined by the Company in General Meeting the number of Directors shall not be subject to any maximum but shall not be less than three.
32. The initial Directors from incorporation until the first Annual General Meeting shall be determined in writing by the subscribers of the Memorandum of Association.
33. The Directors shall be elected at the Annual General Meeting by the members present.
34. A Director shall, subject to article 36 below, hold office until the next Annual General Meeting following his/her appointment. A retiring Director shall be eligible for re-election.
35. The Directors shall have the power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

36. The office of a Director shall be vacated if: -

- (a) He/she resigns his/her office in writing to the Company.
- (b) He/she fails to declare his/her interest in any contract as referred to in article 43.
- (c) He/she is absent from three successive meetings of the Directors without giving adequate reason to the Directors and the Directors resolve by a majority that the office is to be vacated.
- (d) He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally.
- (e) He/she is, or may be, suffering from mental disorder and either:
 - (i) he/she is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere), in matters concerning mental disorder for his/her detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to his/her property.
- (f) He/she is removed from office by resolution of the Company in General Meeting in accordance with Article 311 of the Order.

DIRECTORS' EXPENSES

37. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

POWERS AND DUTIES OF THE DIRECTORS

38. The business of the Company shall be managed by the Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company and do all such acts on behalf of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General meeting.
39. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not

been made.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
41. Without prejudice to its general powers the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
42. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of Officers made by the Directors;
 - (b) of all the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and all meetings of the Directors and all meetings of committees of Directors.
43. A Director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising therefrom and if he/she does so vote his/her vote shall not be counted.

PROCEEDINGS OF THE DIRECTORS

44. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.
45. A Director may and the Secretary shall on the requisition of a Director summon a meeting of the Directors at any reasonable time.
46. The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two Directors.
47. If the Directors shall at any time be reduced in number to less than the minimum prescribed in these articles, they may act as the Directors for the purpose of summoning a General Meeting of the Company but for no other purpose.

48. The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office; but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
49. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Directors and may consist of several documents in like form signed by one or more Directors.
50. The Directors may delegate any of its powers to committees consisting of such members of the Company as it thinks fit. Any committee so formed shall conform to any regulations that may be imposed on it by the Directors. Any such Committee shall report back fully and promptly to the Directors.
51. A committee may elect a Chairperson of its meetings, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes the Chairperson shall have a second or casting vote.

All Directors or any committee of them may participate in a meeting of the Directors or that committee by a conference telephone, video link or any other communication system which allows all persons participating in the meeting to hear or hear and see each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum. The meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairperson of the meeting then is.

THE SEAL

If the Company should have a Seal, it shall only be used by the authority of the Directors and every instrument to which the Seal shall be applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. Every such application of the Seal shall be minuted.

SECRETARY

55. Subject to the provisions of the Order, the Secretary shall be appointed or removed by the Directors.

56. Anything which has to be done by or to a Director and the Secretary shall not be done by one person acting in both capacities.

ACCOUNTS

57. The Directors shall cause proper accounting records to be kept in accordance with the provisions of the Order with respect to:-

- (a) All sums of money received and expended by the Company and all matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Company.
- (c) The assets and liabilities of the Company.

Proper accounting records shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

58. The accounting records shall be kept at the registered office of the Company or subject to Articles 230(1) and (2) of the Order at such other places as the Directors think fit, and shall always be open to the inspection of all officers of the Company during their working hours and by such other persons authorised by the Company in General Meeting.
59. The Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by statute.
60. In addition the Directors shall, following the first General Meeting, prepare and present the members with such regular trading accounts showing so far as is possible the current financial results of the Company as the Company in General Meeting shall require to be laid before them.
61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one clear days before the date of the meeting, be sent, transmitted or delivered to every member, the Auditors and every holder of loan stock or debentures of the Company. Provided that this article shall not require a copy of those documents to be sent, transmitted or delivered to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture.

AUDIT

62. Unless the Company is eligible for and has decided to implement the small company audit exemptions, once at least in every year the accounts of the Company shall be examined and correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
63. Auditors or Independent Examiners shall be appointed (as necessary) and their duties regulated in accordance with the Orders.

WAGES AND WELFARE

64. The terms and conditions of the contracts of employment of employees of the Company shall be determined by the Directors.

INDEMNITY

65. Every member or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office, except to the extent that such losses or liabilities shall be attributed to either:-
- (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
 - (b) negligence; or
 - (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

DISSOLUTION

66. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these articles.
67. The provision of article 66 and of this article may only be changed by the unanimous vote of all members.