

Number of Company 37531

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y G U A R A N T E E

SPECIAL RESOLUTIONS

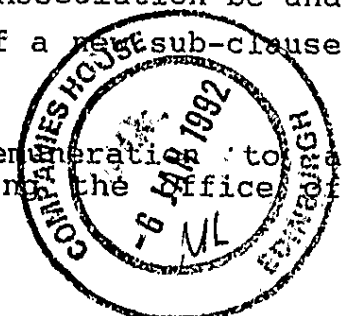
of

SCOTTISH OPERA

Passed 18th December 1991

At an Extraordinary General Meeting of the above named Company, duly convened, and held at the offices of Strathclyde Regional Council, India Street, Glasgow on the 18th day of December 1991 the subjoined Special Resolutions were duly passed, viz:-

- 1.(a) "That the words "the Society" in Clause I of the Memorandum of Association be and are hereby deleted and the words "the Company" inserted in place thereof and that all references to "the Society" throughout the Memorandum of Association be altered in consequence thereof."
- (b) "That the objects clause, a copy of which is contained in the Schedule A produced to the Meeting and initialled for the purpose of identification by the Chairman, be and is hereby adopted as Clause III of the Memorandum of Association of the Company to the exclusion of and in substitution for the existing Clause III."
- (c) "That Clause IV of the Memorandum of Association be and is hereby amended by the insertion of a new sub-clause (b) as follows:-
(b) of reasonable and proper remuneration to the Director of the Company holding the office

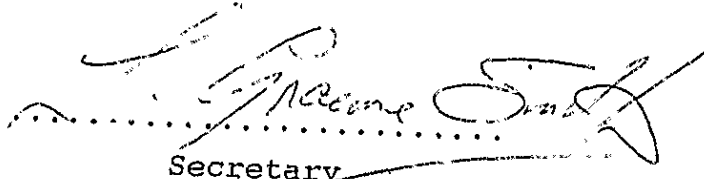


Managing Director (or by whatever name the principal executive officer of the Company may from time to time be known) in respect of the services of that Director as Managing Director of the Company but subject always to compliance with the provisions of Articles 45, 48 and 49 of the Articles of Association;

and the re-designation of sub-clauses (b) to (e) as (c) to (f) inclusive."

- (d) "That Clause VII of the Memorandum of Association be and is hereby amended by the insertion of the word "charitable" between the words "other" and "Institution" on line 5."

2. "That the regulations contained in the Schedule B submitted to the Meeting and signed for the purpose of identification by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."


.....
Secretary

G. H. E. Liberty.....

Chairman

III. The objects for which the Company is established are the advancement of education of the public in Scotland by the creation of opportunities for the people of Scotland to see and hear productions and performances of opera and ballet, dance, plays and drama and of operatic, dramatic and other music, and for these principal purposes:-

1. To promote, organise, present, provide, manage and produce operas, ballets plays and dramas and also concerts and recitals of operatic, dramatic and other music in suitable theatres or other premises in Scotland, and on tour elsewhere than in Scotland, or in films, broadcasts, or recordings, or to assist in any of these.
2. To further the maintenance, improvement and advancement of knowledge of opera, ballet, dance, plays and drama in Scotland by recitals, demonstrations, lectures, study facilities, and similar activities.
3. To enter into agreements with composers, singers, actors, conductors, musicians, dancers, producers, designers, technicians, and all other persons, firms, agents, institutions, societies and companies whose services are considered to be necessary or desirable for the carrying out of the objects of the Company.
4. To take on lease theatres, concert halls and all other premises suitable for the Company's productions or presentations and to enter into all necessary agreements and arrangements for this purpose.
5. To advertise or adopt such means as may seem expedient of making known the productions and performances of the Company or those of any other corporation or person it may represent.
6. To print, publish and distribute or procure to be printed, published or distributed, sold or otherwise disposed of, any newspaper, newsletter, periodical, magazine, book, pamphlet, circular, leaflet or other publication which the Company may consider desirable for the promotion of its objects or publicising the existence of Scottish Opera.
7. To make sound and/or visual recordings of productions or performances of opera, ballet, plays and drama, of operatic, dramatic or other music.

8. To enter into all necessary agreements and arrangements in respect of copyright, licences or performing rights for the purpose of the Company's productions or presentations.
9. To purchase, hire or otherwise acquire or design, assemble, make or build scenery, effects, plant, machinery, equipment, properties, costumes, wigs, furnishings and others.
10. To employ professional and technical advisers or workers in connection with the objects of the Company and to pay such fees for their services as may be thought appropriate.
11. To arrange and provide training for artists and students in opera and operatic works.
12. To enter into agreements with National and Local Authorities and bodies for the furtherance of the Company's objects.
13. To provide and arrange facilities for travel, accommodation and catering for persons involved in the Company's productions or presentations.
14. To establish, contribute to and participate in pension, retirement benefit and life assurance schemes for the benefit of and to give pensions, gratuities, donations and emoluments to any employees and officers or to former employees and officers of the Company or to the wives, widows, relations, connections and dependents of any such persons and to establish, maintain, support or subscribe to any association, institution, club, fund, trust or other body which may be considered to benefit any such persons or otherwise advance the interests or maintain the status of the Company.
15. To establish and administer a Guarantee Fund in connection with, or furtherance of, the Company's objects.
16. To purchase, take on lease, hire or otherwise occupy and use and hold, sell, lease or dispose of any heritable property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
17. To raise and receive money for the purposes of the Company by borrowing on such terms and on such security as may be thought fit and by guarantees, gifts or donations in response to public or private appeals or

otherwise and in relation to such gifts or donations to accept the same either unconditionally or subject to such conditions as may be agreed so however that no conditions shall be inconsistent with the terms or provisions of this Memorandum of Association.

18. To make moderate and reasonable donations or subscriptions for charitable purposes to any charitable institution, object or appeal.
19. To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit subject, nevertheless, to such conditions (if any) and such consents (if any) as may for the time being be imposed by law and subject also as hereinafter provided.
20. To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise and to use, mortgage, pledge, sell or otherwise deal with or dispose of any shares, stock, debentures or other securities of or interests in any other company, association or firm.
21. To guarantee and/or give security for the payment of money by or in the performance of obligations of all kinds of the Company or any other person, firm or company and, in particular, but without prejudice to the generality of the foregoing, to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking, present and future of the Company or otherwise) for the performance of the obligations and the payment of the principal of and dividends, interest and premiums on and any other moneys due in respect of any stocks, shares, debentures, debenture stock or other securities or borrowing of any company being a charitable company including a company which is for the time being a subsidiary of the Company (the expression "subsidiary" having the meaning ascribed to it by Section 736 of the Act and the expression "charitable" having the meaning provided by Section 505 of the Income and Corporation Taxes Act 1988).
22. To do all such other acts as are incidental or conducive to the attainment of 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 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 employees or organisations of workers and organisations of employees.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of any competent charitable authority the Company shall not sell, burden, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts and receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Court of Session or any Court of competent jurisdiction or other authority having jurisdiction in the matter but the Directors shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.