

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
of
IMAGINATE

Registered Number 115855

Imaginate

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(Name changed from The Scottish International Children's Festival by a special resolution passed 20 June 2000. Certificate of Incorporation on change of name dated 6 July 2000. Memorandum amended by special resolution passed 29 August 2000 and by subsequent Special Resolution dated 9 September 2004.)

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1. The Company's name is "IMAGINATE".
 2. The Company's Registered Office is to be situated in Scotland.
 3. The object of the Company is to advance the education of children, primarily in Scotland, concerning the performing arts by acting as an advocate and promoter for the provision of high quality performing arts and as a consequence enable children to have a clearer understanding of the performing arts, their social environment and that of other cultures.

In furtherance of the object but not otherwise the Company may:-

- (a) organise, promote, present, provide and manage performances, productions, exhibitions, workshops, demonstrations, publications, courses and festivals of theatre, music, dance, ballet, mime, puppet shows, drama, opera, story telling, poetry, literature, films, painting, drawing and sculpture or other similar or related form of the visual arts, all as are conducive to the improvement and advancement of children's education in suitable theatres, halls, stadia open air venues or other premises and places in Scotland or in films, radio and television broadcasts or recordings or to assist in any of these.
- (b) employ such professional and technical advisers, youth workers, nursing staff, security staff and such other workers as are required to implement the object of the Company and to pay such fees for their services as are reasonable and proper.
- (c) purchase, take on lease or otherwise acquire theatres, cinemas, concert halls, studios and all other premises and places suitable for

the Company's productions or presentations and to enter into all necessary agreements and arrangements for this purpose.

- (d) enter into agreements with performers, dancers, choreographers, artists, poets, writers, actors, dramatists, directors, managers, designers, composers, singers, musicians, technicians, producers and all other persons, firms, agents, institutions, societies and companies, public and local authorities, whose services are necessary or desirable for the carrying out of the object of the Company.
- (e) enter into agreements with national, international and local authorities and bodies for the furtherance of the Company's object and 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
- (f) purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery, costumes, properties, musical instruments and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
- (g) establish, subsidise, promote, co-operate, amalgamate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assets to any charitable association, society or other body, corporate or unincorporate, established for charitable purposes only and, for the purpose of promoting any object of the Company, to co-operate with manufacturers, dealers or other traders and with the press and other sources of publicity.
- (h) purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any heritable or moveable, real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the Company's object and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company
- (i) in connection with any theatre or other building or space owned, leased to or managed by the Company, establish, provide and manage restaurants and refreshment rooms, licensed or unlicensed, for the patrons or staff thereof.
- (j) provide and arrange facilities for travel, accommodation and catering for children and any other persons involved in the Company's productions or presentations.
- (k) sell, let, hire out, mortgage, dispose of or otherwise turn to account all or any of the property owned by, leased to or hired by the Company with a view to the promotion of its objects.

- (l) raise and receive money for the purpose 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 provided however that no conditions shall be inconsistent with the terms or provisions of this memorandum of Association.
 - (m) establish and administer a guarantee fund or charitable trust in connection with, or furtherance of, the Company's object.
 - (n) establish and administer a pension fund or scheme for and on behalf of the officers and servants, past and present of the Company and their families and dependants.
 - (o) invest the monies of the Company not immediately required for its purpose 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.
 - (p) establish and support or aid in the establishment and support of any charitable associations or institutions having for their objects the promotion or encouragement of the Arts or the study of the Arts and to subscribe or guarantee monies for such purposes.
 - (q) pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation, registration and establishment of the Company.
 - (r) do all such other things as are incidental to the attainment of the object of the Company or any of them.
4. The income and property of the Company shall be applied solely towards the promotion of its objects 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 by way of profit to members of the Company and subject always to proviso (a) hereof, no Board Member shall receive any remuneration or any other benefit in money or monies-worth from the Company provided always that nothing herein shall prevent any payment in good faith by the Company:
- (a) of any remuneration or benefit in money or monies worth to a Director who is the Chief Executive from time to time in respect of his/her appointment as a paid employee of the Company;
 - (b) of payment to a company of which a board member may be a member where he/she holds not more than 100th part of the capital of the Company;

- (c) of reasonable and proper remuneration to any member of the Company or other person (not being a Board Member) for any services rendered to the Company;
 - (d) interest on money lent by a member of the Company or by a board member at a rate per annum not more than the lending rate prescribed for the time being by the Bank of Scotland or other stipulated by the Trustees;
 - (e) a reasonable and proper rent for premises let to the Company by any member of the Company or any Trustees;
 - (f) to any board member of out of pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before they ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £5.
7. 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 object of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the foregoing provisions then to some other charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company 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 Company for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Duncan Low
5/7 Dundonald Street
Edinburgh
EH3 6RY

Paul Dominic Pia
16 Hope Street
Edinburgh
EH2 4DD

Dated this 20 day of January 1989

Witness to the above signatures

Jim Witcomb
16 Hope Street
Edinburgh
Chartered Secretary

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION

OF

IMAGINATE

Registered Number 115855

(Changed by Special Resolution dated 20 June 2000, Certificate dated 6 July 2000)

INTERPRETATION

1 In these Articles

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the Company” means Imagine.

“The Articles” means the Articles of Association for the time being of the Company.

“The Seal” means the Common Seal of the Company.

“The Secretary” means any person appointed to perform the duties of the Company.

“Chief Executive” means the Chief Executive of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, telex, telecopying, facsimile and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender include the feminine gender.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PATRONS

- 2 The Directors may by a majority appoint a person or persons who need not be a member or members of the Company to be a Patron or Patrons of the Company. A Patron shall hold office until the first Annual General Meeting following his

appointment but may be re-elected at that annual general meeting. A patron shall be entitled to receive notice of general meetings and to attend such but shall not be entitled to vote.

MEMBERS

- 3.1 The subscribers to the Memorandum and Articles of Association shall be the first members of the Company.
- 3.2 There will be at least 2 members of the Company but there shall be no maximum number.
- 3.3 Notwithstanding the provisions of Article 3.4 hereof, a person holding the office of Director as at 1st January 1995 and any person appointed subsequent to that date to such office shall be a member of the Company for the duration of their tenure of office as a Director.
- 3.4 A person may be invited by the members to become a member or an application for membership may be made in writing and the members shall have the right in their absolute discretion to accept or reject such application without being bound to give any reason for their decision except that the members shall not be entitled to discriminate in any way between applicants by reason of race, colour, creed or sex.
- 4 Membership shall cease upon:
 - 4.1 the intimation in writing of resignation by a member and shall have immediate effect; or
 - 4.2 the death, bankruptcy, dissolution or liquidation (as the case may be) of the member; or
 - 4.3 the removal of a member by a majority decision of the members taken either at a general meeting of the company or by written resolution. Notice of the general nature of the grounds for which such resolution is proposed shall be sent to the member whose removal is under discussion at least seven days before either the general meeting takes place or the date on which a written resolution is issued to the members for signature. The member whose removal is under discussion shall be entitled to be heard at the meeting or may, upon receipt of the proposed resolution, make written representation by sending such to the Secretary of the Company who shall arrange to notify the members of the terms of the representation immediately. The Directors of the company shall not have the right to remove a member.
 - 4.4 a person demitting office as a Director for whatever reason.

A member removed under this Article shall immediately forfeit all rights and privileges of membership.

GENERAL MEETINGS

- 5 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, provided that so long as the

Company holds its first annual general meeting within eighteen months of the date 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.

- 6 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 7 The Directors may, whenever they think fit, convene general meetings. They shall also on a members' requisition forthwith proceed to call an extraordinary general meeting or, in default, it may be convened by such requisitionists as provided by Section 368 of the Act.

NOTICES OF GENERAL MEETINGS

- 8 An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under Article 50 of these Articles entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed in writing by all the members to attend and vote thereat.

- 9 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 10 All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of accounts, balance sheets and reports of the Directors and auditors and the appointment of, and the fixing of the remuneration of the auditors.
- 11 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person shall be a quorum.
- 12 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, three members shall be a quorum.

- 13 The Chair of the Directors shall preside as Chair at every general meeting of the Company or, if there is no such Chair, or if he shall not be 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 Chair of the meeting.
- 14 The Chair 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.
- 15 Where under the provisions of Articles 12 or 14. hereof a meeting is adjourned for seventy-two hours or more, such notice of the adjourned meeting as is reasonable in the circumstances (not being less than seven days' notice in the case of an adjournment for ten days or more) shall be given to the members in the manner hereinafter mentioned.
- 16 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 such number of members present in person as represents not less than one tenth of the members of the Company, and unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried, or carried unanimously, lost or not carried entry to that effect the Company shall be without proof of the recorded in favour of or by a particular majority, or by a particular majority and an in the book of the proceedings of conclusive evidence of the fact, number or proportion of the votes or against that resolution.
- 17 If a poll is demanded it shall be taken in such manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18 Every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative not being himself a member entitled to vote shall have one vote whether on a show of hands or on a poll. No votes may be given by proxy. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote and the subject matter must be discussed again until a majority vote is recorded.

DIRECTORS

- 19 Unless otherwise determined by Ordinary Resolution, the number of Directors shall not be more than twelve nor less than five. A Director need not be a member of the Company.
- 20.1 No person including a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting of the Company unless a resolution to this effect is passed at the said meeting.
- 20.2 The Directors of the Company shall have power at any time or from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not exceed the maximum number fixed in accordance with these Articles. A person so appointed shall hold office until

the next following Annual General Meeting when they shall retire but shall be eligible for re-election.

- 20.3 It is specified that the Directors of the Company shall serve on the Board for a maximum of two terms of three years.

CHAIR

- 21 The Directors shall elect a Chair of their Board and they shall take the chair at their meetings. If at any meeting the Chair is not present, the Directors will choose one of their number to be Chair of their meeting.

BORROWING POWERS

- 22 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof subject to such consents as may be required by law and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF DIRECTORS

- 23 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 24 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys 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.
- 25 The Directors shall cause minutes to be made in books provided for the purpose:-
- 25.1 of all appointments of officers made by the Directors;
- 25.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- 25.3 of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees of Directors.

INTERESTS AND EXPENSES OF BOARD MEMBERS

- 26 For the avoidance of doubt, the Chief Executive shall not vote at a meeting of the Board Members or of the Committee of the Board Members on any resolution concerning a matter relating to his own appointment or employment and/or his

conditions of service and remuneration and he shall withdraw from any such meeting for the duration of such discussion.

DISQUALIFICATION OF DIRECTORS

- 27 The office of Director shall be vacated if the Director:-
- 27.1 becomes bankrupt or makes any arrangements or composition with his creditors generally;
 - 27.2 becomes prohibited from being a Director by reason of any order made under Sections 2, 3, 4 and 6 of the Company Directors Disqualification Act 1986;
 - 27.3 becomes of unsound mind;
 - 27.4 resigns his office by notice in writing to the Secretary of the Company;
 - 27.5 requires to demit office in terms of Articles 28 and 29 hereof; or
 - 27.6 is directly or indirectly interested in any contract with the Company and knowingly fails to declare the nature of his interest in manner required by Section 317 of the Act or accepts remuneration or other benefit in contravention of Clause 4 of the Memorandum of Association; or
 - 27.7 has failed to attend four consecutive Directors' meetings other than on account of illness.
 - 27.8 is appointed as a Director by virtue of his/her office as Chief Executive and ceases to hold that office.

A Director shall not vote in respect of any contract in which they are interested or any matter arising thereout, and if they do so vote, their vote shall not be counted.

- 28 The provisions of Section 293 of the Act shall not apply to the Directors of the Company.

ROTATION OF DIRECTORS

- 29 At the third annual general meeting of the Company and at the annual general meeting in every subsequent year, one third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.
- 30 The Directors to retire in every year shall be those who have been longest in office since their appointment, last election or co-option, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 31 A retiring Director shall be eligible for re-election or co-option.

PROCEEDINGS OF DIRECTORS

- 32 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall not have a second or casting vote and the subject matter must be discussed again until a majority vote is recorded. The Secretary on the requisition of five Directors shall, at any time, summon a meeting of the Directors.
- 33 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
- 34 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary number of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 35 The Directors may delegate any of their powers to committees consisting of not less than three Directors with a quorum of two. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 36 A committee may elect a Chair of its meetings, if no such Chair is elected, or if at any meeting the Chair is not present, the Directors present may choose one of their number to be Chair of the meeting.
- 37 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 Directors present and, in the case of an equality of votes, the Chair shall have a second or casting vote.
- 38 All acts bona fide done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 39 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

- 40 The Secretary shall be appointed by the Directors for such term, either without remuneration or at proper and reasonable remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- 41 A provision of the Act or these Articles authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

- 42 The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some person appointed by the Directors for that purpose.

ACCOUNTS AND AUDIT

- 43 The Directors shall cause proper books of account to be kept with respect to:-
- 43.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- 43.2 all sales and purchases of goods by the Company; and
- 43.3 the assets and liabilities of the Company.
- 44 Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 45 The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
- 46 The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- 47 The Directors shall from time to time in accordance with the Statutes cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 48 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 days before the date of the meeting, be sent to every member of the Company. Provided that this article shall not require a copy of the documents to be sent to any person of whose address the Company is not aware.
- 49 Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 50 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly

addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- 51 Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- 51.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- 51.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- 51.3 the auditor for the time being of the Company;
- 51.4 the Directors of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

- 52 The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles.