



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

Company No. 214546

The Registrar of Companies for Scotland hereby certifies that
PROMOTERS ARTS NETWORK LTD.

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

Given at Companies House, Edinburgh, the 8th January 2001



NSC214546D

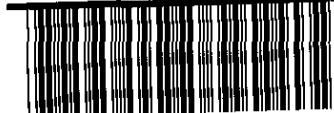


C O M P A N I E S H O U S E

*Please complete in typescript,
or in bold black capitals.*

Declaration on application for registration

Company Name in full



SCT SFDZ3X4N 0992
COMPANIES HOUSE 08/01/01

214546

PROMOTERS ARTS NETWORK LIMITED

I, ALPIN JAMES BRUCE STEWART

of MAIN STREET, KYLE OF LOCHARSH, ROSS-SHIRE

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at KYLE OF LOCHARSH, ROSS-SHIRE

the FOURTH day of JANUARY

~~One thousand nine hundred and ninety~~ TWO THOUSAND AND ONE

● Please print name.

before me ● MURDO MACSWEEN

Signed

Date 4 . 1 . 2001

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MESSRS FORGUDON MACSWEEN & STEWART
MAIN STREET, KYLE OF LOCHARSH
ROSS-SHIRE Tel 01599 534500
DX number DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full



SCT SFDZ4X40 0991
COMPANIES HOUSE 08/01/01

214546

PROMOTERS ARTS NETWORK LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

OSTAIG HOUSE

Post town

TEANGUE

County / Region

ISLE OF SKYE

Postcode

IV44 8RQ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

FERGUSON MACSWEEEN & STEWART

Address

MAIN STREET

Post town

KYLE OF LOCHALSH

County / Region

ROSS - SHIRE

Postcode

IV40 8AB

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

FERGUSON MACSWEEEN & STEWART

MAIN STREET, KYLE OF LOCHALSH

ROSS-SHIRE

Tel 01599 534500

DX number

DX exchange

Companies House receipt date barcode

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

~~PROMISYS AIS NETWORK LIMITED~~

NAME

*Style / Title

MR

*Honours etc

MA

* Voluntary details

Forename(s)

DUNCAN

Surname

MACINNES

Previous forename(s)

Previous surname(s)

Address

OSTAIG HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

TEANGUE

County / Region

ISLE OF SKYE

Postcode

IV44 8RQ

Country

SCOTLAND

I consent to act as secretary of the company named on page 1

Consent signature

Duncan MacInnes

Date

4 NOV 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MS

*Honours etc

Forename(s)

CAROLINE

Surname

HEWAT

Previous forename(s)

Previous surname(s)

MACDONALD

Address

EULICUDDEN SCHOOLHOUSE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

RD DINGHALL

County / Region

ROSS - SHIRE

Postcode

IV 7 8LL

Country

SCOTLAND

Day Month Year

Date of birth

28 2 49

Nationality

SCOTTHIA

Business occupation

MANAGER

Other directorships

BALNARN HOUSE LIMITED

I consent to act as director of the company named on page 1


Consent signature

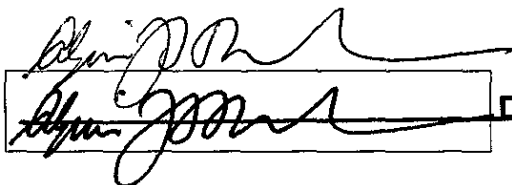
Caroline Hewat

Date

4/11/00

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MS		*Honours etc	
* Voluntary details	Forename(s)	MIDDLETON CAROLINE FRANCES			
	Surname	MIDDLETON			
	Previous forename(s)				
	Previous surname(s)				
Address	16 MELLON CHARLES				
Usual residential address	AULTBEA				
For a corporation, give the registered or principal office address.	Post town				
	County / Region	ROSSSHIRE	Postcode	IV 22 2JN	
	Country	SCOTLAND			
	Day	Month	Year		
Date of birth	04	08	48	Nationality	ENGLISH
Business occupation	COSTUME DESIGNER				
Other directorships	STELLAR QUINES THEATRE COMPANY				
I consent to act as director of the company named on page 1					
Consent signature				Date	17th Dec 2000

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date**

4. 1. 2001

~~29. 11. 2000~~ ^{AK}**Or the subscribers****(i.e those who signed as members on the memorandum of association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

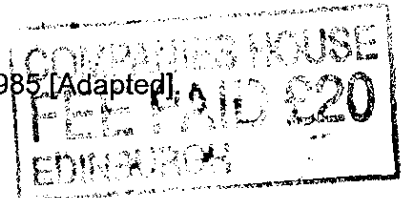


TABLE C [First Part]

PROMOTERS ARTS NETWORK LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

214546

1. The company's name is "Promoters Arts Network Limited".
2. The company's registered office is to be situated in Scotland.
3. The company's object is to advance the education of the public in the arts of theatre, dance, and/or other art forms in and/or from the Scottish Highlands and in furtherance thereof but not otherwise.
 - (a) To promote and/or support the presentation to the public of works of theatre, dance, music and/or other art forms which are of an objectively high class and standard.
 - (b) To promote a network of community groups and art bodies.
4. In furtherance of the above objects, but not otherwise, the company is established for the following ancillary purposes:-
 - (a) to carry on any other charitable purpose or objective which can be advantageously or conveniently carried on by the company by way of an extension of or in association with the objects stated in clause 3 hereof or which may be calculated directly or indirectly to advance the objectives stated in the said lastmentioned clause;
 - (b) to borrow and raise money for the furtherance of the objects of the company in such manner and on such security as the company may think fit;
 - (c) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, and whether absolutely, conditionally or in trust provided that the company shall not undertake any permanent trading activities in raising funds for the abovementioned charitable objects;
 - (d) to invest the monies of the company not immediately required for the furtherance of 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;
 - (e) to purchase, take on lease or in exchange, hire or otherwise acquire or deal with any real or personal property, whether heritable or moveable, and any rights or privileges and to construct, maintain and alter any buildings or erections which the company may think necessary for the promotion of its objects;
 - (f) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the company with a view to the furtherance of its objects;



- (g) subject to clause 5 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the company;
- (h) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (i) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of clause 5 hereof and to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the company of any such charitable organisation, institution, society or body;
- (j) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the company;
- (k) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this company is authorised to amalgamate;
- (l) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company;
- (m) to print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects;
- (n) to do all such other lawful things as are necessary for 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 or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the company, would make it a trade union;
 - (iii) in relation to any property which may come into the hands of the company as trustees under any trust (whether established by any trust deed or any scheme of court or made in pursuance of any enactment relating to educational endowments or war charities or otherwise) nothing herein shall authorise the company to deal therewith otherwise than in accordance with the terms of the trust and with any law relevant thereto, nor shall the incorporation of the company affect the liability as an individual of any member of the management committee or governing body who may be a party to such dealings.

Declaring that this clause and the whole memorandum and articles of association of the company shall be read and interpreted as if there were embodied therein an overriding qualification to the effect that no expenditure of income by the company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1970 or of any statutory modification or amendment thereof (which meaning shall be ascribed to the word charitable wherever used in this memorandum) and that in all cases in which activities permitted by the objects of the company are in their nature capable of being exercised for purposes which are not charitable or only partially so, as well as for purposes which are wholly charitable, the powers contained in the objects of the company shall be held to limit such activities to those which will not prejudice the charitable status of the company within the statutory meaning before mentioned.

5. 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, to members of the company, and no member of the management committee or governing body shall be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the company.

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

- (i) of reasonable and proper remuneration to any member, officer or servant of the company (not being a member of the management committee or governing body) for any services rendered to the company;
- (ii) of interest on money lent by any member of the company or of the management committee or governing body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the management committee or governing body;
- (iii) of reasonable and proper rent for premises demised or let by any member of the company or of the management committee or governing body;
- (iv) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the management committee or governing body may also be a member holding not more than one hundredth part of the capital of that company;

and

- (v) to any member of the management committee or governing body of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

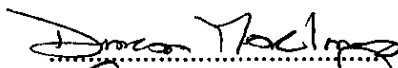

7. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases 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.

8. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose object is altogether or in part similar to the object of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does Clause 5 of this Memorandum of Association.

The body or bodies to which property is transferred under the above paragraph shall be determined by the members of the company at or before the time of dissolution or, failing such determination by such court as may have or may acquire jurisdiction.

To the extent that effect cannot be given to the above provisions the relevant property shall be applied to some other charitable object or objects.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

<u>Name</u>	<u>Address</u>	<u>Signature</u>
D MACINNES	OSTAIR HOUSE TEANGRE ISLE OF SKYE IV44 8RQ	
C. HENRYAT	WILLICUDDAN SCHOOLHOUSE CULBOKIE, RM DUNDEE	

Dated 4 NOVEMBER 2000

Witness to the above signatures

<u>Name</u>	<u>Address</u>	<u>Signature</u>
JAMES JOSEPH GAITENS THE BANK HOUSE STATION ROAD AVOCH IV9 8PS		 HITNESS

TABLE C [Second Part]

214546

PROMOTERS ARTS NETWORK LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

1. *Preliminary*

Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

2. *Interpretation*

In regulation 1 of Table A, the definition of "the Holder" shall be omitted.

3. *Members*

The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

5. *Notice of general meetings*

In regulation 38 of Table A—

- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" ;and
- (b) the words "The notice shall be given to all the members and to the directors and auditors"

shall be substituted for the last sentence.

6. *Proceedings at general meetings*

The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

8. *Votes of members*

On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

9. *Directors expenses*

The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

10. *Proceedings of directors*

In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

11. *Minutes*

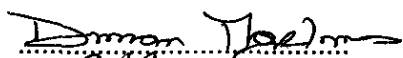

The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

12. *Notices*

The second sentence of regulation 11 of Table A shall be omitted.

13. The words "of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

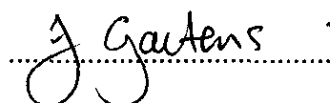
Subscribers

Ostaig House, Teangue, Isle of Skye

Cullicudden Schoolhouse, Culbokie, by Dingwall

Witness

 WITNESS

James Joseph Gaitens
The Bank House
Station Road
Avoch
Ross-shire

4 November 2000