THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

CATALYST ARTS LTD

- 1. The name of the Company is: Catalyst Arts Ltd
- 2. The Company's registered office is to be situated in Northern Ireland.
- 3. The objects of the Company shall be:

To advance the education of the public in the knowledge, under-standing and appreciation of the visual arts.

- (i) establishing in Northern Ireland a centre for exhibiting art and to make available for all visual artists a flexible, multi-purpose space;
- (ii) providing a platform within Northern Ireland for the presentation of all aspects of the visual arts, with particular emphasis on art not normally represented by commercially orientated or established institutions;
- (iii) providing a neutral venue for community art activities;
- (iv) developing an information and support network through the membership of artists and non-artists;
- (v) encouraging artists to initiate projects outside of the centre using the building as a contact point for organisation and administration;
- (vi) providing support for recent art college graduates by promoting studio residences and exhibition opportunities.
- (vii) providing space and support for the presentation of one-off projects from a broader range of art activities, including performance, music and literature.

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4. POWERS

In furtherance of the said objects, but not further or otherwise, the Company shall have power to:

- (viii) acquire, manage and operate properties all in furtherance of the objects of the Company;
- (ix) establish and administer a Building Fund or Funds or Guarantee Fund or Funds in furtherance of the objects declared in clause 3.
- (x) to educate the public in an informed and critical appreciation of the arts, and the work of visual artists in Northern Ireland and for that purpose to make available for the public, art and literature and criticism thereof and to afford opportunities for the expression and the exchange of views of matters of the visual arts and the work of visual artists in Northern Ireland and for that purpose to publish, distribute and sell books, periodicals, magazines, pamphlets, posters, sound and visual recordings, films and communications in any form;
- (xi) to foster and encourage the appreciation, furtherance and practice of the visual arts and the work of visual artists in Northern Ireland by scholarships, studentships, prizes, competitions, awards, exchange programmes or any similar means for the time being available;
- (xii) to enter into agreement with artists and other persons, in furtherance of the objects of the Company;
- (xiii) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (xiv) co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (xv) arrange and provide for either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses and all forms of recreational and other leisure time activities;
- (xvi) 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;
- (xvii) 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;

- (xviii) 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;
- (xix) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 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;
- 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;
- 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;
- (xxiii) make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- 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;
- (xxv) make regulations for the proper supervision, control and management of any property which may be so acquired;
- (xxvi) employ and pay any person or persons, not being members of the Management committee, to supervise, organise, carry on the work of and advise the Company;
- (xxvii) insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

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- 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;
- 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 clause 5 of this Memorandum of Association.
- pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (xxxi) do all such other lawful things as shall further the above objects or any of them.

Provided that:-

- (a) 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;
- (b) 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 of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration from 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 member of its Management Committee for any services rendered to the Company;

- (b) of interest on money lent by any member of the Company or of its Management Committee 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 Management Committee 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 Management Committee;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that Company; and
- (e) to any member of its Management Committee 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/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she 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.

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THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CATALYST ARTS LTD

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;

"Management Committee" means the Board of Directors 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.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electrostatic processes, and other modes of representing or reproducing words in a visible form. 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 Management Committee may admit to membership:
 - (i) practising visual artists
 - (ii) other persons interested in fostering and promoting the visual arts

who support the objects of the Company and whose application for membership has been approved by the Management Committee.

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The Company shall have power at Annual General meetings to fix a membership fee or annual subscription for members and which may either be a fixed sum or differentiate on the basis of the capacity of the relevant member to contribute such fee or subscription. It shall not however be obligatory for the Company to fix a membership fee or annual subscription, but, subject to paragraph (b), if so fixed it shall be a qualification for membership that such membership fee or annual subscription shall be fully paid up.

All members of the Company who have held office as, but are no longer and do not wish to become in the future, Management Committee members of the Company shall become Honorary Members of the Company and will not be required to contribute a fee or subscription during the remaining period of their membership.

- 5. Every application for admission shall be considered by the Management Committee at their first meeting after it was made, or as soon thereafter as is practicable. There shall be no discrimination between persons by reference to politics, religion, race, sex, sexual orientation, physical or mental disability.
- 6. The provision of Article 360 of the Order shall be observed by the Company and every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 7. A member may at any time withdraw from the Company by giving at least twenty-eight clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

CESSATION OF MEMBERSHIP

- 8. A member shall cease to be a member if:-
 - (a) such member ceases to fulfil any of the qualifications specified in these articles; or
 - (b) such member resigns by notice in writing addressed and delivered to the Secretary; or
 - (c) 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.

GENERAL MEETINGS

- 9. (a) Subject to paragraph 9 (b) the Company shall in each calendar 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 and the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company 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 calendar year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint.
 - (c) The business of an Annual General Meeting shall comprise:-
 - (i) the appointment of Management Committee Members;
 - (ii) the consideration of the Report and Accounts presented by the Management Committee;
 - (iii) the appointment and the fixing of the remuneration of the Auditor or Auditors;
 - (iv) the fixing of membership fees or annual subscriptions, if any.
- 10. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

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- 11. The Management Committee 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 13 below and must state the objects of the meeting.
- 12. 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

- 13. 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.
- 14. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.
- 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.



One quarter of the members or ten members, whichever is the greater, shall be a quorum.

- 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 Management Committee may determine.
- 20. The Chairperson, if any, of the Management Committee 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 Management Committee members present shall elect one of their number to be Chairperson of the meeting.
- 21. If at any meeting no Management Committee member is willing to act as Chairperson or if no Management Committee member 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 before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Order a poll may be demanded:-
 - (a) by the Chairperson; or
 - (b) by not less than fifty per cent of the members attending the meeting and entitled to vote.
- Unless a poll 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.

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- 25. The demand for a poll may, before the poll 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 poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 27. Where there is an equality of votes, whether on a show of hands or on a poll, the vote of the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, will not be counted.
- 28. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll 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 poll has been demanded may be proceeded with pending the taking of the poll.
- 29. Votes may only be given personally and no member shall have more than one vote.

MANAGEMENT COMMITTEE

- 30. Unless otherwise determined by the Company in General Meeting the number of Management Committee member shall not be less than six nor more than ten.
- 31. The initial members of the Management Committee from incorporation until the first Annual General Meeting shall be determined in writing by the subscribers of the Memorandum of Association.

ROTATION OF THE MANAGEMENT COMMITTEE

- 32. At every Annual General Meeting of the Company one half of the Management Committee for the time being shall retire from office.
- 33. (a) The members of the Management Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Management Committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - (b) A retiring Management Committee member shall be eligible for re-election, except where he/she at this time completed two consecutive years in office in which case such Management Committee member shall be ineligible to



stand for re-election or appointment to the Management Committee until a further two years have passed.

- No person other than a Management Committee member retiring at the meeting shall unless recommended by the Management Committee be eligible for election to the office of Management Committee member at any General meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there has been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing signed by that person of his/her willingness to be elected.
- Subject to article 33 (b) the Management Committee shall have the power at any time and from time to time to appoint any person to be a Management Committee member, either to fill a casual vacancy or as an addition to the existing Management Committee, but so that the total number of Management Committee members shall not at any time exceed the number fixed in accordance with these articles. Any Management Committee member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for reelection.

DISQUALIFICATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS

- 36. The office of a Management Committee member shall be vacated if:-
 - (a) S/he resign his/her office in writing to the Company.
 - (b) S/he absent from three successive meetings of the Management Committee without permission of the Management Committee and the Management Committee resolve by a majority that the office is to be vacated.
 - (c) S/he becomes bankrupt or makes any arrangements or composition with his/her creditors generally.
 - (d) S/he is, or may be, suffering from mental disorder either:-
 - (i) She/he 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 or affairs.

(e) S/he is removed from office by resolution of the Company in General Meeting (in accordance with Article 311 of the Order).

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

- The business of the Company shall be managed by the Management Committee who may pay all expense 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.
 - (b) It shall be a specific duty of the Management Committee to produce, amend as necessary in the light of experience and put in-to operation, a long-term planning strategy for the Company, which shall be subject to the approval of the members from time-to-time.
- 38. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
- 39. 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 Management Committee shall from time to time by resolution determine.
- 40. Without prejudice to its general powers the Management Committee 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.
- The rate of interest on money borrowed, except by way of a loan, overdraft or mortgage from a Bank, Building Society, or District Council, shall not exceed 6.5 per cent per annum or 3 per cent above the base rate of the Company's bank, whichever is the higher.
- The Management Committee shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of Officers made by the Management Committee;



- (b) of all the names of the members of the Management Committee present at each meeting of the Management Committee and of any sub-committee of the Management Committee;
- of all resolutions and proceedings at all meetings of the Company and all meetings of the Management Committee and all meetings of sub-committees of the Management Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 43. The Management Committee 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 vote of the Chairperson will not be counted.
- 44. A Management Committee member may and the Secretary shall on the requisition of a Management Committee member summon a meeting of the Management Committee at any reasonable time.
- The quorum necessary for the transaction of business of the Management Committee shall be five.
- 46. If the Management Committee shall at any time be reduced in number to less than the minimum prescribed in these articles, they may act as the Management Committee for the purpose of filling vacancies in their body or summoning a General Meeting of the Company but for no other reason.
- 47. The Management Committee 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 five minutes after the time appointed for holding the same, the Management Committee members present may choose one of their number to be Chairperson of the meeting.
- 48. A resolution in writing signed by all Management Committee members 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 Management Committee and may consist of several documents in like form signed by one or more Management Committee members.
- 49. The Management Committee may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Management Committee.



- 50. A sub-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 five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
- A sub-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.

SECRETARY

- 52. Subject to the provisions of the Order, the Secretary shall be appointed or removed by the Management Committee.
- Anything which has to be done by or to a Management Committee member and the Secretary shall not be done by one person acting in both capacities.

ACCOUNTS

- The Management Committee 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 the 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.

- 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 Management Committee 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.
- 56. The Management Committee 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.



- 57. In addition the Management Committee 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.
- 58. 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 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 to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture.

AUDIT

- 59. 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.
- 60. Auditors shall be appointed and their duties regulated in accordance with the provision of the Order.

WAGES AND WELFARE

- The terms and conditions of the contracts of employment of employees of the Company shall be determined by the Management Committee.
- 62. Subject to the provisions of the Order, but without prejudice to any indemnity to which a Management Committee member may otherwise be entitled, every Management Committee member or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

DISSOLUTION

63. 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.



64. The provisions of article 63 and of this article may only be changed by the unanimous vote of all members entitled to vote.

9-25-Stipe TV St. DERBY-BLAB-COLLTED 8-508-37-77-95 Falt-of SOM-3-76-11-9 With Compliments NORTHERN IRELAND CO-OPERATIVE DEVELOPMENT AGENCY Company Reg. No. N.1. 18940