

No. of Company 91075

The Companies Acts 1948 to 1981
and
The Companies Act 1985

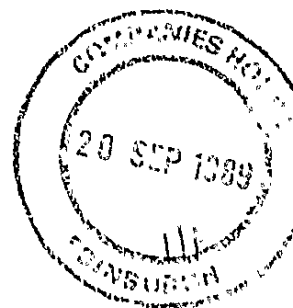
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

AN LANNTAIR LIMITED

(Incorporated the 27th day of December 1984)

FILED IN ACCORDANCE
WITH THE PROVISIONS OF S.18
OF THE COMPANIES ACT 1935



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

AN LANNTAIR LIMITED

1. The name of the Company - (hereinafter called "the Association") is :-
"AN LANNTAIR LIMITED".

2. The Registered Office of the Association will be situate in Scotland.

3. The objects for which the Association is established are:-

(a) (1) To promote the study, practice and knowledge of the arts for the public benefit and in furtherance of that object but not otherwise.

(2) To present, promote, organise, provide, manage, and produce exhibitions, films, broadcasts, entertainments, and exhibitions whether on any premises of the Association or elsewhere as are conducive to the promotion, maintenance, improvement, and advancement of education or to the encouragement of the Arts.

(b) To establish, subsidise, promote, co-operate, or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and for the purposes of promoting any objects of the Association to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.

(c) Subject to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any heritable or moveable, real or personal property and any rights or privileges 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 Association.

(d) To sell, allot, mortgage, dispose of, turn to account or otherwise pledge in security all or any of the property or assets of the Association as may be thought to be expedient with a view to the promotion of its objects

(e) To undertake and execute any charitable trusts which may be lawfully undertaken by the Association and may be conducive to its objects.

(f) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit

(g) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(h) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

Provided that the Association shall not support with its funds any object, or endeavour to import on or to procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

4. The income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the Association 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 howsoever by way of profit, to the members of the Association. No member of the committee of management shall be appointed to any salaried office of the Company or be paid any remuneration or other benefit money or monies worth.

Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association. In return for any service actually rendered to the Association.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other charitable institute or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effects cannot be given to such provision, then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; 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 Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of Subscribers

Andrew Bruce, (Secretary),
27, Benseide, Newmarket, Isle of Lewis.
Architect.

Sam Maynard.
Carnan House, Tong, Isle of Lewis.
Photographer.

Malcolm Michael Maclean,
Cnoclainduibh Schoolhouse, Keose, Lewis.
Artist, Teacher.

Finlay MacLeod,
Glen House, Shawboat, Isle of Lewis.
Freelance Writer.

Murdo John Macleod,
28 Lewis Street, Stornoway, Isle of Lewis.
Artist, Teacher.

Ina MacIver,
20B, Brue, Isle of Lewis.
Social Worker Member of the Broadcasting Council for Scotland.

Donald Murdo Maclean,
7A, Coll, Back, Isle of Lewis.
Director of An Comunn, Gaidhealach, Western Isles Region.

Agnes Rennie,
25, South Galson, Ness, Isle of Lewis,
Manager of Acair Publishing Co.

Ken Thomas Kennedy,
9 Goathill Road, Stornoway, Isle of Lewis.
Development Officer.

Dated this 13th day of November, 1984.

Witness to the above Signatures:-

Iain Mackay,
Consultant Civil Engineer,
6 Achmore,
By Stornoway,
Isle of Lewis.

THE COMPANIES ACTS 1948 to 1981

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

AN LANNTAIR LIMITED

(As amended by Special Resolution dated 17th day of July 1989)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context:-

| WORDS | MEANINGS |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| The Act | The Companies Act, 1948. |
| The Amending Act | The Companies Act, 1967 and any subsequent Act or Acts. |
| These Presents | These Articles of Association and the regulations of the Association from time to time in force. |
| The Association | The above-named Association. |
| The Committee | The Committee of Management for the time being of the Association. |
| The Office | The registered office of the Association. |
| The Seal | The common seal of the Association. |
| Month | Calendar Month. |
| In writing | Written, printed or lithographed or partly one, partly another, and other modes of representing or reproducing words in visible form |

And word importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act, the Amending Act or any statutory modifications thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is unlimited.

3. The provision of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and other such persons as the Committee shall admit to membership in accordance with the provision hereinafter contained shall be members of the Association.

GENERAL MEETINGS

6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notice calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceeding meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation or in the following year.

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

9. Twenty-one days notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of the business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Committee shall preside as Chairman at every General Meeting but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

16. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

17. Subject to the provision of Article 12, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote

20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representatives as provided by Section 139 of the Act. A proxy need not be a member.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some Officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of the execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intention in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

34. The Committee shall have power to receive applications in writing for membership of the Association and by a majority vote to accept or refuse such application. In the event of refusal they shall not be required to state their reasons. On acceptance, the Committee shall cause the name and address of the member and the date of the meeting of the Committee to be entered into the roll of the members.

35. The Committee shall have the power to receive resignations in writing from membership to the Association, and by a majority vote to accept or refuse such resignation. In the event of refusal they shall state the grounds for refusal. On the acceptance of such resignation the Committee shall cause the date of the meeting of the Committee with the fact of the resignation to be entered against the name and address of the member resigning.

SECRETARY

36. The first Secretary shall be Andrew Bruce and any subsequent Secretary shall be appointed by the Committee for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Section 177 and 179 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The Committee shall provide for the safe custody of the Seal of the Association which shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least one member of the Committee and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE.

38. The office of a member of the Committee shall be vacated:-

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(b) If he becomes unsound in mind.

(c) If he ceases to become a member of the Association.

(d) If by notice in writing to the Association he resigns his office.

(e) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(f) If he is removed from office by a resolution duly passed, pursuant to Section 184 of the Act.

(g) If he ceases to be a member by virtue of Section 185 of the Act.

(h) If he accepts remuneration or other benefit in contravention of Article 4 of the Memorandum of Association.

ROTATION OF MEMBERS OF THE COMMITTEE

39. At the first Annual General Meeting and at the Annual General Meeting in every subsequent year, one-third of the members of the Committee for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Committee shall be eligible for re-election.

41. The Association may, at the meeting at which a member of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than three nor more than twenty-eight intervening days.

43. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

44. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be quorum. Questions arising at any meeting shall be

decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

45. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

46. The Committee shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

47. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.

48. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit, and any sub-committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid.

49. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Committee.

50. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of sub-committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

51. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are duly entitled to receive notice of a meeting of the Committee or of any such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

52. The Committee shall cause proper books of account to be kept with respect to

(a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place;

(b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

53. (a) The members of the Association acting in accordance with the Memorandum and Articles of Association shall have the power to borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.

54. The books of account shall be kept at the office or, subject to Section 147(3) of the Act, at such other place or places as the Committee shall think fit, and shall always be open to inspection of the members of the Committee.

55. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

56. At the Annual General Meeting in every year the Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to the date not more than four months before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with statutory requirement for the time being in force) and of any of the document required by law to be annexed or attached thereto or to accompany the name shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by Section 14 of the Amending Act.

AUDIT

57. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

58. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Sections 13 to 18 of the Amending Act, the members of the Committee being treated as the Directors mentioned in those Sections.

NOTICES

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

60. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notice from the Association.

61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

62. Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names, addresses and descriptions of Subscribers

Andrew Bruce, (Secretary),
27, Benside, Newmarket, Isle of Lewis.
Architect.

Sam Maynard,
Carnan House, Tong, Isle of Lewis.
Photographer.

Malcolm Michael Maclean,
Cnoclainduibh Schoolhouse, Keose, Lewis.
Artist, Teacher.

Finlay MacLeod,
Glen House, Shawboat, Isle of Lewis.
Freelance Writer.

Murdo John Macleod,
28 Lewis Street, Stornoway, Isle of Lewis.
Artist, Teacher.

Ina MacIver,
20B, Brue, Isle of Lewis.
Social Worker/Member of the Broadcasting Council for Scotland.

Donald Murdo Maclean,
7A, Coll, Back, Isle of Lewis.
Director of An Comunn, Gaidhealach, Western Isles Region.

Agnes Rennie,
25, South Galson, Ness, Isle of Lewis,
Manager of Acair Publishing Co.

Ken Thomas Kennedy,
9 Goathill Road, Stornoway, Isle of Lewis.
Development Officer.

Dated this 13th day of November, 1984.

Witness to the above Signatures:-

Iain Mackay,
Consultant Civil Engineer,
6 Achmore,
By Stornoway
Isle of Lewis.