

COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION

OF

OUT OF THE BOX (SCOTLAND) LTD

1. The company's name is "Out of the Box (Scotland) Ltd".
2. The company's registered office is to be situated in Scotland.
3. The objects of the company shall be to promote the advancement of the Christian Faith and the worship of God in Scotland and elsewhere by any means whatsoever including but not by way of limitation the preaching and proclamation of the Christian Gospel using performing arts and the teaching of Christian doctrine and principles. In furtherance thereof but not otherwise, the company shall seek:-
 - (a) to promote and undertake public and private performances using puppets and other equipment associated with puppetry;
 - (b) to use performing art, including puppetry, music, drama and dance for educational purposes with children both in public and private schools and outwith schools;
 - (c) to promote the Christian Gospel using performing arts, including but not restricted to puppetry, music, drama and dance;
 - (d) to support the work of Christian churches or other Christian charities in the education and upbringing of children;
 - (e) to support the work of Christian churches or other Christian charities in the promotion of the Christian Gospel;
 - (f) to operate or hire in or out vehicles and other equipment for the purposes of public or private performances;
 - (g) to provide financial and administrative support to missionary activities within the United Kingdom; and
 - (h) to carry on any other charitable object which can be advantageously or conveniently carried out by the company by way of an extension of or in association with the objects stated in this clause which may be calculated directly or indirectly to advance the objects of this clause.
4. In pursuance of the objects as set out in Clause 3 the company shall have the following powers:
 - (a) to borrow and raise money for the furtherance of the objects of the company and to accept gifts, all in such manner and on such security as the company may think fit;
 - (b) 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 above mentioned charitable objects;

(c) 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;

(d) 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;

(e) 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;

(f) 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;

(g) 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, or Northern Ireland) 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 (including profits, if any) 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;

(h) 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;

(i) 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;

(j) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company;

(k) to print and publish any newspapers, periodicals, books or leaflets and to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses that the company may think desirable for the promotion of its objects;

(l) 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 endorsements 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 director 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 (including profits, if any) 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 howsoever by way of profit, to members of the company, and no director 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 director) for any services rendered to the company;
 - (ii) of interest on money lent by any member, director or employee of the company at a reasonable and proper rate per annum;
 - (iii) of reasonable and proper rent for premises let to the company by any member, director or employee of the company;
 - (iv) of reasonable and proper consideration for the purchase by the company of any property, asset or interest therein from any member, director or employee of the company; and
 - (v) to any director 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 £1.00) 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 upon the winding up 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 (whether or not such institution or institutions is or are a member or members of the company) having objects similar to the objects of the company and which shall prohibit the distribution of its or their income and property (including profits, if any) 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.

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

Names and addresses of subscribers

.....witness

.....name

.....address

.....

Dated 2004

COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

OUT OF THE BOX (SCOTLAND) LIMITED

1. Preliminary

Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 84, 87, 101 to 108 inclusive, 110, 114, 116 and 117 of Table A specified in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 ("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. Membership shall be open to all who support the objects of the company and a nominal membership fee may be charged in such sum as shall be fixed by the directors and reviewed annually provided that no membership fee shall be payable by any person wishing to become a member of the company who is eligible to use the services and facilities provided by the company.

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

In regulation 40 of Table A, the word "three" shall be substituted for the word "Two" in the first sentence thereof.

7. 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.

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

8A. (a) General meetings shall normally be held in one physical location as determined by the directors.

(b) If the directors, or (in exceptional circumstances, where a meeting of the Board is not able to be held prior to the meeting in question) the chairman, determines that it is appropriate or necessary to not gather physically for a general meeting, then such a meeting may be held by any technological means as permits all persons present at the meeting to hear and be heard by all other such persons. All such persons shall be counted as being present at the meeting.

(c) If in the course of a meeting held in accordance with (b) above, it becomes apparent that one or more participants at the meeting are unable to hear or be heard by other participants then the chairman shall have discretion to continue the meeting and deal with any business as long as a quorum remains. The chairman shall, in those circumstances, have discretion to take some items of business and not others. If there is business on the agenda for the meeting which is not dealt with at the meeting the meeting shall be adjourned to the same day in the next week at the same time or to such other time or place as the directors may determine.

9. Votes of members

On a show of hands every member being an individual present in person and every member being a corporation being present by duly authorised representative shall have one vote. On a poll every member present in person or by proxy or by duly authorised representative shall have one vote.

10. Number of directors

In regulation 64 of Table A the words "three comprising at least three users of the services and facilities provided by the company (who, for the avoidance of doubt, may also be members of the company) and, additionally, not more than twelve members or (in the case of corporations) duly authorised representatives of members of the company, the majority always to be users. Subject as aforesaid, members being corporations shall be entitled to be represented by not more than one duly authorised representative" shall be substituted for the word "two".

11. Directors' expenses

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

12. Proceedings of directors

There shall be at least one meeting of directors in each calendar year. Meetings of directors shall be called by at least seven clear days' notice except in the case of emergencies when as much notice as is practical shall be given.

13. In regulation 89 of Table A, the word "three" shall be substituted for the word "two" in the first sentence thereof.

14. 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.

15. Minutes

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

16. Notices

The second sentence of regulation 112 of Table A shall be omitted.

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

Names and addresses of subscribers

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Dated 2004.

Witness to the above signatures.....

.....Name

.....Address

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