

*Alan McCubbin*  
*14<sup>th</sup> December 2000*

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(as altered pursuant to Special Resolution dated 14<sup>th</sup> December 2000)  
of

**GLASGOW SCIENCE CENTRE LIMITED**  
(the "Company")

1. The name of the Company is Glasgow Science Centre Limited<sup>1</sup>.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company will be established are:
  - 3.1 to advance the education of the general public, and in particular the inhabitants of Scotland, by promoting awareness and understanding of science and technology through the establishment and operation of a permanent exhibition and education centre; and
  - 3.2 to advance the education of the general public through the promotion of the principles of science and technology, their application and their potential for the creation of improved conditions of life world-wide; and
  - 3.3 in furtherance of either of these objects but not further or otherwise:
    - 3.3.1 to establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated) including a subsidiary company to carry out the objects herein set out;
    - 3.3.2 to establish, promote or encourage the formation of or to affiliate, support or co-operate and exchange information with any other association, trust,

<sup>1</sup> The name of the Company was changed conform to Certificate of Incorporation on Change of Name dated 18 June 1998.



society, firm or body (incorporated or unincorporated), and to liaise, communicate, co-operate or co-ordinate with any public body, local or governmental authority, professional body, company, committee or other organisation in all or in any parts of the world in furtherance of any of the objects of the Company;

3.3.3 generally to aid and to receive aid from any association, trust, society, firm or body (incorporated or unincorporated) as aforesaid in furtherance of the object of the Company;

3.3.4 to purchase, take on feu or lease, hire or otherwise acquire in its own name or otherwise, and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, grant securities over, lease, grant licences, servitudes and other rights or privileges, exchange or otherwise deal with or dispose of any heritable or moveable or real or personal property (including any estate or interest therein) for the purposes of the Company;

3.3.5 to build, construct, endow, furnish, equip, execute, carry out, improve, work alter, administer, maintain, manage, insure or control in whole or in part buildings, premises and sites and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Company;

3.3.6 to take any gift or bequest of property whether subject to any trust or not and whether or not any of the same shall be subject to any liability, and (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as shall further the objects of the Company;

3.3.7 generally to levy such charges for the use or enjoyment of the Company's facilities as are considered by the Company to be reasonable and appropriate and to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated and including Government departments,

Public Corporations and Local Authorities) by way of subscription, donation (including deeds of covenant) and otherwise;

- 3.3.8 to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon such securities, bonds, debentures, bill of exchange, promissory notes or such other obligations as the Company may think 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;
- 3.3.9 to invest the moneys of the Company not immediately required for its purposes in or upon any 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 further the Company's objects;
- 3.3.10 to subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with any shares or other securities, and any options or rights in respect thereof or interest therein;
- 3.3.11 *either with or without security provided by the recipient, to give financial assistance by way of loans, donations or subscription or otherwise to any individual, company, association or other body (whether incorporated or unincorporated) for the purpose of furthering the objects of the Company;*
- 3.3.12 to lend money to and guarantee or provide security (whether by way of cautionary obligations, bond or security) upon all or any part of the undertaking, property and assets (present and future) of the Company for any borrowing by or the performance of the contracts or obligations of any association, trust, society, firm or body (incorporated or unincorporated) and for the purposes aforesaid to give indemnities;
- 3.3.13 to borrow money on such terms as the Directors shall think fit and to give security for the payment thereof or for the performance of any other obligations or liabilities of the Company, and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any person or company and in security of such guarantees to assign,



dispone, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company;

- 3.3.14 to establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects;
- 3.3.15 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- 3.3.16 to investigate the needs of, and to assist, finance and secure existing and new provisions for services and facilities for social, artistic, educational and related pursuits for the benefit of the general public, and in particular the inhabitants of Scotland;
- 3.3.17 to own, manage, preserve, protect, restore, improve, enhance and maintain buildings and objects of architectural, historical, educational, industrial, scientific and technological or other interest with a view to securing public access to such buildings and the display in museums and other premises for the benefit of the public of such objects for the purposes of research, study, recreation or other leisure time occupation;
- 3.3.18 to collect, preserve, restore and publish books, manuscripts, journals, periodicals, reports, electronic media and recordings, etc for the benefit, education and enjoyment of the public and for these purposes to establish, maintain and develop libraries or other premises for the storage, display and lending to the public of such books, manuscripts, journals, periodicals, reports, electronic media and recordings etc;
- 3.3.19 to compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents or electronic media and to broadcast, televise or to make and issue or otherwise shown films and video tapes or to procure the broadcasting, televising or the making, issuing and

showing of films and video tapes in furtherance of the objects of the Company;

- 3.3.20 to employ, hire or otherwise obtain and to pay reasonable and proper remuneration to staff, professional advisers and consultants (whether or not they are also members or Directors) as are considered necessary for any of the objects of the Company;
- 3.3.21 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;
- 3.3.22 to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company; Provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the Directors (or any of them);
- 3.3.23 to promote the interests of any company which is for the time being a subsidiary, associated or holding company of the Company or a subsidiary or associated company of any such holding company in any manner whatsoever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, provided the same shall further the objects of the Company;
- 3.3.24 to pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested;

- 3.3.25 to adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient;
- 3.3.26 to do all such lawful things as shall be necessary to further any of the above objects;
- 3.3.27 to do anything which is or may be incidental or conducive to the attainment of any of the above objects.

PROVIDED THAT;

- (i) in case the Company shall take or hold any property which may be subject to a trust, the Company shall only deal with or invest the same in such manner as is allowed by law, having regard to such trust;
  - (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 4. The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and subject to Clause 5 below no portion of this 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 Company provided that nothing herein shall prevent the payment in good faith by the Company of:
  - (a) reasonable and proper remuneration to an officer or servant of or consultant to the Company for services rendered to it;
  - (b) interest on money lent by a member of the Company at a reasonable and proper rate per annum not exceeding the base rate of a UK clearing bank to be selected by the Directors;



- (c) reasonable and proper rent for premises let to the Company by any of its members;
- (d) reasonable and proper out-of-pocket expenses to any Director of the Company;
- (e) reasonable and proper payment for goods supplied to the Company by any of its members;
- (f) reasonable and proper premiums in respect of any insurance or indemnity to cover the liabilities of the Directors (or any of them) effected in accordance with Clause 3.3.22; and
- (g) money or the transfer of any property to a body or bodies which is or are recognised as a charity by HM Commissioners of Inland Revenue for the purpose of any taxation in the United Kingdom for application towards the fulfilment of its charitable purposes or any of them.

5. 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 be paid to or distributed among each member or members of the Company, as shall at such time be a charitable institution or charitable institutions but otherwise shall be given or transferred to some charitable institution or institutions having objects which are similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable institution provided always that the charitable institution or institutions is or are recognised as a charity by HM Commissioners of Inland Revenue for the purpose of any taxation in the United Kingdom.

6. Liability of the members is limited.

*Alan McQuinn*  
*14<sup>th</sup> December 2000.*

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(as adopted pursuant to Special Resolution dated 14<sup>th</sup> December 2000)

of

GLASGOW SCIENCE CENTRE LIMITED

1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 set out in Statutory Instrument 1985 No.805 as amended by Statutory Instrument 1985 No. 1052 (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save insofar as they are varied hereby or are inconsistent herewith and Regulation 1 of Table A as it applies to and is a regulation of the Company shall apply for the purposes of the interpretation of these presents, and the company shall have power to alter and add thereto as provided by statute.
2. Regulations 82 and 83 shall be delete. The second sentence of Regulation 84 shall be delete. No Director (other than the Chief Executive) shall be entitled to remuneration, but the Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company in connection with the business of the Company.
3. The minimum number of directors shall be one, and unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of directors. If at any time there shall only be one director of the Company he or she or it may act as a sole director, exercising all the powers, authorities and discretions vested in the directors under these Articles or Table A. Accordingly Regulation 64 of Table A shall be varied.
4. Subject to Article 5 hereof no benefit in money or money's worth shall be given by the Company to any director or officer of the Company. For the purposes of this clause, "benefit" shall mean any material, actual, contingent or potential commercial or financial benefit which may be enjoyed by a director or officer of the Company or any person connected to a director or officer of the Company within the meaning of section 839 of the Income and Corporation Taxes Act 1988.



5. The officers and servants of the Company shall be entitled to reasonable and proper remuneration in return for services rendered to the Company and shall be reimbursed all out of pocket expenses reasonably and properly incurred.
6. The Directors may from time to time appoint a Chief Executive (who may be a Director) of the Company for such period and on such terms as it thinks fit. The Chief Executive shall be an individual and (whether or not he is also a Director) shall not have any outside commercial interest which might conflict with the interest of the Company. The Directors may pay the Chief Executive such reasonable remuneration as they shall think fit and make such reasonable provision for and grant such pension to the Chief Executive after his retirement as they shall also think fit. The Directors shall also have power to provide for the powers, rights and duties of the Chief Executive and these may include the supervision of the administrative activities of the Company, the recruitment of staff, and the supervision of any premises and the contents thereof acquired for the Company. The Chief Executive (save as provided below) shall be entitled to receive notice of and to attend and speak but not, merely by virtue of being Chief Executive, to vote at General Meetings and at meetings of the Directors and of committees and sub-committees of the Directors. He shall not by virtue only of having been admitted to the office of Chief Executive be a member or Director of the Company.
7. In addition to the grounds specified in Regulation 81, the office of a director shall be vacated if:-
  - (a) unless he is the Chief Executive of the Company, without the consent of the Company in General Meeting holds any office of profit under the Company; or
  - (b) remains a Director at the conclusion of the Annual General Meeting commencing next after he attains the age of 75.
8. Regulation 81 (e) shall be delete. The office of a director shall be vacated if he is absent for more than four consecutive months without permission of the Directors from meetings of Directors or of committees or sub-committees of Directors held during that period and the Directors (other than the Director to whom the resolution relates) unanimously resolve that his office should be vacated.
9. The provision of Clause 5 of the Memorandum relating to the winding up or dissolution of the Company shall have effect as if the same were repeated in these Articles.

10. Any changes to the Memorandum and Articles of Association must be notified to the Inland Revenue. No alterations may be made which are inconsistent with the charitable status of the Company.