

THE COMPANIES ACT 1989  
PRIVATE COMPANY LIMITED BY GUARANTEE  
MEMORANDUM OF ASSOCIATION

<<Name>> LIMITED

1. The Company's name is "<<Name>> LIMITED".
2. The Company's registered office is at <<Address>> and Wales.
3. The Company's objects are:-
  - (1) [Set out specific main objects]
  - (2) To carry on any other business which may seem to the Company to be likely to be directly or indirectly for the benefit of the Company.
  - (3) To acquire by any means whatsoever.
  - (4) To pay for any property or services of any person either in cash or by the issue of shares, debentures or other securities of the Company, whether fully paid up, or otherwise.
  - (5) To apply for or otherwise obtain, and to extend and renew (whether in the United Kingdom or elsewhere), and to defend, and to vary, and to surrender, and to assign, and to license, and to otherwise dispose of, and to otherwise deal with, any patents, copyrights, trademarks, trade names and other intellectual property of the Company; to exercise any such rights; to improve any such property; and to carry out research and development in connection with any business or other person.
  - (6) To maintain, manage and administer any property, rights and privileges in respect of which the Company is entitled to exercise any rights and rights of the Company.
  - (7) To dispose by any means whatsoever of any part of the undertaking, property and rights of the Company.
  - (8) To lend money or grant loans on such terms as may seem expedient and otherwise.
  - (9) To borrow money and to create, charge or lien upon the whole or any part of the Company's assets (whether present or future), the discharge of which may be secured by any property of the Company or any other person.
  - (10) To give such indemnity as may seem expedient and to guarantee the performance of any contract.
  - (11) To draw, make, accept, endorse, discount, negotiate, issue, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
  - (12) To establish and maintain any contributory or contributory pension or

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superannuation fund, pensions and allowances of the Company or any person who has been interested, and to make provision for the persons and the provision

and to give donations, gratuities, and to give donations, gratuities, to former directors and employees of the Company for the welfare the Company is or has been interested, and to make provision for the families and dependants of any such persons and towards the insurance of any such persons and allowances for any of them.

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- (13) To establish and set up funds or trusts or other institutions mentioned in the list of money or make payable for any useful object.

institutions, associations, clubs, or for the benefit of any such persons as are mentioned in the list, and to subscribe or guarantee any benevolent, public, general or

- (14) To purchase and maintain Company insurance as is mentioned in Section 310(1) of the Act.

for or former officer or auditor of the Company as is mentioned in Section 310(1)

- (15) To control, manage any other company in which the Company may be interested such other company to any such other company

any other company in which the Company may be interested and facilities of all kinds to any such other company by way of subvention or otherwise with it or its business or operations.

- (16) To enter into any agreement with any municipal, local or other government, authority, or company, and to obtain from any such government, authority, or company any rights, privileges, charters, contracts, licences, and to carry out, exercise and comply with the same.

governments or authorities (supreme, municipal, local or other government, authority, or company, and to obtain from any such government, authority, or company any rights, privileges, charters, contracts, licences, and to carry out, exercise and comply with the same.

- (17) To pay out of the fund with respect to the fund

expenses which it may lawfully pay

- (18) To enter into any partnership or union of interests to promote, or join in the

for sharing profits, co-operation or partnership or person, and to establish or promotion of, any other company.

- (19) To acquire and undertake liabilities of any other company.

part of the business, property and and to amalgamate with any other

- (20) To distribute any of

any in kind among its members.

- (21) To cause the Company

recognised in any part of the world.

- (22) To do all or any of principal, agent, trustee, in conjunction with other otherwise.

any part of the world, and either as principal, agent, trustee, in conjunction with other agents, trustees, sub-contractors or otherwise.

- (23) To do all such other the attainment of the express or implied)

deemed incidental or conducive to the exercise of the powers (whether

And so that:-

- (A) in this Clause the

where used in reference to the

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Company, shall be deemed to be a company, whether incorporated in the United Kingdom or elsewhere

partnership or other body of persons, and whether domiciled in the United Kingdom or elsewhere

(B) in this clause the expression "the Companies Act 1985" shall mean any statutory modification or re-enactment thereof for the time being in force; and

the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force; and

(C) the widest interpretation shall be given to the provisions of this clause, and none of them shall be construed or (except where the context expressly so requires) restricted by reference to or by the name of the Company.

each of the provisions of this clause, shall be construed or (except where the context expressly so requires) restricted by reference to or by the name of the Company.

4. The liability of the members is limited to the amount unpaid on the shares which they respectively hold.

5. Every member of the Company shall be liable to contribute to the assets of the Company (not exceeding £[100] to the value of the shares held by him) such amount as may be required to pay the debts and liabilities contracted by the Company, and expenses of winding-up, and of the costs, charges and expenses of the Company, and of the costs, charges and expenses of the rights of the contributories among themselves.

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We, the subscribers to this memorandum, do hereby declare that we wish to be formed into a company pursuant to this memorandum.

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Dated: << >>

Witness to the above signatures

Signature \_\_\_\_\_

Name: <<INSERT NAME OF COMPANY>>  
Address: <<INSERT ADDRESS>>  
<<INSERT ADDRESS>>

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