

PAID

- 1 FEB 2002

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

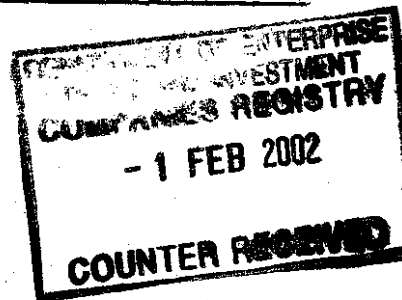
DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
RED

07 FEB 2002

MEMORANDUM OF ASSOCIATION NORTHERN IRELAND

OF

GARVAGH MUSEUM LIMITED



1. The Company's name is: "GARVAGH MUSEUM LIMITED".
2. The Company's registered office is to be situated in Northern Ireland.
3. The Company's objects are to promote the benefit of the inhabitants of Garvagh, County Londonderry and surrounding area (hereinafter described as "the area of benefit") without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education, to promote the acquisition and preservation of Artifacts of Historical significance and to provide access of Artifacts to the General Public, to preserve the environment and heritage of the area of benefit and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

IN FURTHERANCE OF THE AFORESAID OBJECTS BUT NOT OTHERWISE THE COMPANY SHALL PURSUE THE AFORESAID OBJECTS BY THE FOLLOWING MEANS AND WITH THE FOLLOWING POWERS:-

- (1) To establish a Museum and to provide and equip premises and centres required for the purposes of the Company.
- (2) To promote and encourage tourism within the Area.
- (3) To organise, sponsor and conduct (whether alone or with others) educational and training courses and meetings, conferences and exhibitions.
- (4) To publish and distribute materials relating to the work of the Company.

- (5) To employ all such officers and servants as may be required for the purposes of the Company (not being members of its Board of Directors) and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of such officers or servants (including former officers or servants), their widows and dependants.
- (6) To receive and administer and allocate grants and gifts made available to the Company for its aforesaid objects (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts.
- (7) To collect, co-ordinate and make available (by publication or any form of communication) information relative to the activities of the Company.
- (8) To act as trustees and to undertake or accept any such specific tasks or responsibilities (including advisory functions) where same will advance the aforesaid objects.
- (9) To purchase, take on lease, in fee farm or in exchange, hire or otherwise acquire in any manner, any real or personal property and any rights or privileges necessary or convenient for the promotion of the objects of the Company.
- (10) To invest the moneys of the Company not immediately required for its purpose 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 as hereinafter provided.
- (11) To borrow or raise money in such manner and upon such terms as the Company shall think fit and in particular upon the security by way of mortgage, charge, debenture or otherwise howsoever on all or any part of the property of the Company.
- (12) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
- (13) To transfer (whether or not for valuable consideration) any part of the property or assets of the Company not required for the purposes for which it is formed to any charitable body or a charitable purpose having similar objects to those of the Company provided that such body is not carrying on business for profit or gain and does not distribute its income or property by way of dividend, bonus or otherwise amongst members.
- (14) To federate or amalgamate with, or become affiliated to, any charitable body whose objects are similar to or complement in any way the objects of the Company and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body which the Company may lawfully acquire.
- (15) To do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise.

- (16) To raise funds for the objects of the Company by public subscription and appeals provided the Company shall not undertake any form of permanent trading.
- (17) To do all such other lawful things necessary for the attainment of the above objects.

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 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) And throughout this Clause the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated.
4. 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 Board of Directors shall save as below 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:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Board of Directors for any services rendered to the Company.
 - (b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Bank appropriate to the Company or 3% whichever is the greater.
 - (c) of reasonable and proper rent from premises demised or let by any member of the Company or of its Board of Directors.
 - (d) of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Board of Directors may be a member holding not more than one hundredth part of the capital of that company.
 - (e) to any member of its Board of Directors of reasonable out-of-pocket expenses.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its 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 Company 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 amongst themselves, such amount as may be required not exceeding £1.
7. 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 body, institution or institutions charitable in law and having objects similar to the objects of the Company which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as hereinbefore mentioned as may 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 object.

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

NAMES AND ADDRESSES OF SUBSCRIBERS

ANNA M. CLYDE A M Clyde	5 Station Rd. Garvagh.
MARGARET GARVIN M. H. Garvin	116, Carhill Rd, Maghera.
OLIVE M. CHURCH O. M. Church	10, Barnside Rd. Kilrea
ADRIAN McQUILLAN Adrian McQuillan	7 Moneydigg K GARVAGH
ROBERT W. PATTERSON R. W. Patterson	16. Station Rd. Garvagh.
PAUL G. FRENCH P. French	6, Whitesides Road, Randalstown.
ANNE LITTLE A. S. Little	75. Kurn Road GARVAGH
JACK CLYDE Jack Clyde	1 Sandelwood Ave., Coleraine.
DOREEN CAMPBELL Doreen Campbell	49 Coleraine Rd, Garvagh.
P. J. WILKINS Jim Wilkins	21 HAZELWENE PK. MAGHERAFELT
THOMAS A. FLEMING Thomas A. Fleming	52, Kurn Road, Garvagh.
ROBERT S. BOLTON Robert S. Bolton	28A Coleraine Rd. Garvagh.

Dated 10th JANUARY 2002

Witness to the above signatures:-

JUDITH BREWSTER

Judith Brewster

SOLICITOR of

19 MAIN STREET,

LIMAVADY,

COUNTY LONDONDERRY