

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
OF  
EDINBURGH WORLD HERITAGE TRUST

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- I. The Company's name is "Edinburgh World Heritage Trust" (hereinafter referred to as "the Company").
- II. The Company's Registered Office is to be situated in Scotland.
- III. The objects for which the Company is established are to promote and encourage, either on its own or in conjunction with others, the conservation, protection and improvement of the historic architectural and physical environment of The Edinburgh World Heritage site and its environs all for the benefit of the general public and the further study of such environment now and in the future and to use the information obtained to educate the general public on issues concerning such environments.”

In furtherance of the objects for which the Company is established, but not otherwise, the Company shall have the following powers:-

- (1) To promote and organise co-operation in the achievement of the above purposes and to that end bring together representatives of relevant authorities, organisations, and individuals and to co-operate with any other body, organisation, association or trust.

- (2) To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants, loans and any other lawful method, and to take, accept and receive legacies, gifts and bequests of property of any description (and whether subject to any special trust or not), and to issue and make appeals and to take such other steps as may be required for the purpose of procuring contributions to the funds of the Company by way of subscriptions, grants, donations, legacies, bequests and gifts of any property, whether subject to any special trust or not and to advise on, and make, grants.
- (3) To act as a source of information and advice to central government, local authorities, universities and other organisations.
- (4) To promote, encourage and/or facilitate research into, and the study of matters connected in any way with, the objects of the Company to disseminate, publicly the useful knowledge gained from such research and study.
- (5) To gather, produce and distribute information.
- (6) To publish newspapers, periodicals, books, leaflets, reports and other publications and to present, promote, organise, provide, manage and produce films, broadcasts, meetings, seminars, classes, courses, lectures, conferences, symposia and exhibitions, whether on the premises of the Company or elsewhere, and to levy such charges as the Directors may think fit in connection with the foregoing.
- (7) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any heritable, leasehold or moveable property for the occupation or use of the Company (whether exclusively or jointly with any company, association, partnership or person); and to sell or otherwise dispose of or turn to account any such property; and to furnish, equip, fit out, maintain, alter, enlarge or improve any heritable or leasehold property owned, occupied or used by the Company.
- (8) To invest and deal with the monies of the Company not immediately required in or upon such investments, securities or property as may be thought fit.

- (9) To borrow or raise money on such terms and on such security as may be thought fit; and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, floating charge, standard security or lien over the whole or any part of the property and undertaking (whether present or future) of the Company and by like mortgage, charge, floating charge, standard security or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (10) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (11) To make any donation either in cash or other property and to support, undertake or subscribe to any object and to establish, promote, join or support any association or body.
- (12) To undertake and execute trusts, gratuitously or otherwise, the undertaking whereof may be incidental to the attainment of the objects of the Company or any of them.
- (13) To employ and remunerate any person or persons and to give pensions, gratuities or charitable aid to any person who has served the Company or to the husband, wife, children or other dependants of any such person; to make payments towards insurance; and to form and contribute to pensions, provident and benefit funds for the benefit of any such person or of the husband, wife, children or other relatives or dependants of any such person.
- (14) To engage and employ consultants and advisers.
- (15) To arrange, maintain and keep up insurance against any risk, loss or liability to which the Company or any of its members, Directors, officers, employees or voluntary workers may be subject.
- (16) To apply for or otherwise acquire any patent, trademark, copyright or other industrial property right.

- (17) To transfer or dispose of, with or without any consideration, any part of the property or assets of the Company not required for the objects of the Company to any company, institution, society, foundation or association formed for charitable purposes or a charitable purpose provided that such company, institution, society, foundation or association is not carrying on business for profit or gain and prohibits the distribution of its income or property among its members to an extent at least as great as is imposed under or by virtue of Clause IV hereof.
- (18) To amalgamate with or affiliate to, or takeover or otherwise acquire or enter into any arrangement with, any company, institution, society or association having objects similar to those of the Company and which prohibits the distribution of its income or property among its members to an extent at least as great as is imposed under or by virtue of Clause IV hereof.
- (19) To enter into any arrangement with any authority or organisation (supreme, national, municipal, local or otherwise) or any university, college, museum, society, corporation, company or any other body or person.
- (20) To pay the costs and expenses of and incidental to the formation and incorporation of the Company.
- (21) To do all other things incidental or conducive to the attainment of the objects for which the Company is established.

And throughout this Clause the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated.

Provided that:-

- (i) in case the Company shall take or hold any property which may be the subject of any trust, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trust;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

IV. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 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 employee of the Company (including any Director of the Company) for any services rendered to the Company, provided always that, where a Director of the Company is to be appointed to a salaried office of the Company or to be paid remuneration in return for services rendered, such Director of the Company shall be excluded from, and shall not participate in, the determination of the Company's Board of Directors in regard to such appointment or the amount of such remuneration;
- (b) of interest on money lent by any member of the Company or by any Director of the Company at a rate per annum to be determined by the Company;
- (c) of reasonable and proper rent for premises let to the Company by any member of the Company or any Director of the Company;
- (d) of out-of-pocket expenses to any Director of the Company; and
- (e) of reasonable and proper fees, remuneration or other benefit in money or money's worth for any services rendered, or goods supplied, to the Company by any company in which a Director of the Company is a member (provided that such Director shall not hold more than one-hundredth part of the capital of such company or, if such Director is the holder of more than one hundredth part of the capital of such company, provided that such Director of the Company absents himself or herself from any meeting at which the supply of any such services or goods is discussed and such services are rendered or such goods are supplied on terms and conditions which the Directors consider are advantageous to the Company) and such Director shall not be bound to account to the Company for any share of profits he or she may receive in respect of such payment.

- V. The liability of the members is limited.
- VI. Every member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she or it is a member of the Company, or within one year after he or she or it ceases to be a member of the Company, for payment of the debts and liabilities of the Company contracted before he or she or it ceases to be a member of the Company, 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 £1.
- VII. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all the Company's 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 having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause IV hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to the aforesaid provision, then to some other charitable object.