

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE MOUNTAINEERING COUNCIL OF SCOTLAND

1. The company's name is The Mountaineering Council of Scotland.
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:
 - 3.1 to acquire the property, assets, liabilities and undertaking of the unincorporated body, known as the Mountaineering Council of Scotland, currently the national representative body for Scotland of the sport and recreation of climbing, mountaineering (including ski-mountaineering) and hill walking (hereinafter collectively called "Mountaineering"), and in general to act as the national representative body for Mountaineering in Scotland to all appropriate authorities, organisations and associations in the interests of Scottish mountaineers, climbers, hill walkers and ski-mountaineers (hereinafter collectively referred to as 'Mountaineers');
 - 3.2 to foster, encourage, promote and develop relevant knowledge, safety practices, skills and standards amongst those who participate in or afford support for Mountaineering;
 - 3.3 to affiliate, assist and co-operate with and support national and international organisations having objects with elements in common with those of the company whether in Scotland or elsewhere;
 - 3.4 to facilitate and act as a forum for the discussion of Mountaineering issues;
 - 3.5 to foster, encourage, represent and promote the interests of Mountaineering clubs in Scotland;
 - 3.6 to act as an advisory body on all matters appertaining to Mountaineering in Scotland through liaison with statutory and voluntary bodies, news media, land managers and other relevant parties;
 - 3.7 to protect the Mountaineering ethos in Scotland and to encourage protection of the Scottish mountain environment;
 - 3.8 to protect and promote access to cliffs and crags, mountains and hills of all descriptions in Scotland for all Mountaineers, in accordance with the Land Reform (Scotland) Act 2003 and the Scottish Outdoor Access Code made thereunder, or any subsequent statute substantially to the same effect;
 - 3.9 to encourage, promote, develop and undertake works and techniques to safeguard and conserve the environment of cliffs, crags, mountains and hills of all descriptions in Scotland that are or may be of interest for Mountaineering;

- 3.10 to encourage and promote climbing competitions and where appropriate to provide national recognition for climbing competitions in Scotland including coordinating with other Mountaineering bodies to provide recognition for United Kingdom and International competitions held in Scotland;
- 3.11 generally to advance and safeguard the interests of Mountaineering in Scotland and to do all such things as may from time to time be deemed necessary or expedient for or in connection with Mountaineering in Scotland.
- 4 The company shall have without prejudice to the generality of the foregoing, power to do all such lawful things as will further the foregoing objects and in particular power:
 - 4.1 to obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, awards, grants, covenants or by organising functions or events or by any other lawful method, and to accept and receive gifts of property of any description (whether subject to any special trust or not);
 - 4.2 to institute, establish, contribute towards and administer scholarships, bursaries, grants, awards and other benefactions appropriate to the objects of the Company;
 - 4.3 to print, publish, issue, circulate and commission papers, periodicals, books, circulars, other literary works and any form of visual, audio or other aid in connection with Mountaineering;
 - 4.4 to promote and encourage research, and to collect, publish and procure the publication of the results thereof in any suitable medium;
 - 4.5 to promote the teaching of skills and knowledge applicable to Mountaineering and to encourage the training and accreditation of leaders and trainers;
 - 4.6 to promote, advise or assist in the development, equipment and maintenance of facilities or accommodation (whether vested in the company or not) to be used for training, instruction or education in Mountaineering;
 - 4.7 to purchase, lease or by any other means acquire interests in or take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
 - 4.8 to improve, manage, construct, repair, develop, exchange, lease, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the company;
 - 4.9 to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, concessions and generally intellectual property or rights, and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same;
 - 4.10 to invest and deal with the monies of the company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
 - 4.11 to give credit on any terms with or without security to any person, firm or company, to receive money on deposit or loan upon any terms, and to secure or guarantee in any

manner and upon any terms the payment of any sum of money or the performance of any obligation undertaken by the company;

- 4.12 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing or the performance of any obligation undertaken by the company by floating charge, standard security or other security upon the whole or any part of the company's property or assets (whether present or future);
- 4.13 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, warrants, debentures, and other negotiable or transferable instruments;
- 4.14 to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the company's interests;
- 4.15 to enter into any arrangements with any government or authority (national, municipal, local, or otherwise) that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such government or authority any advantageous rights, privileges, and concessions, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests;
- 4.16 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (national, municipal, local or otherwise);
- 4.17 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies, and to make any arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 4.18 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the company or to enhance the value of any property or business of the company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- 4.19 to remunerate any person, firm or company rendering services to the company either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served the company; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons;
- 4.20 to adopt such means of making known and advertising the objects and activities of the company as may seem appropriate;

- 4.21 to establish, support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club, which may be for the benefit of the company or its members;
- 4.22 to do all or any of the things or matters aforesaid and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 4.23 to do all such other things as may be incidental or conducive to the attainment of the company's objects or any of them

AND so that:

- (a) none of the powers set forth in any sub-Clause shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other powers set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the company;
 - (b) none of the sub-clauses of this Clause and none of the powers therein specified shall be deemed subsidiary or ancillary to any of the powers specified in any other such sub-clause, and the company shall have as full a power to exercise each and every one of the powers specified in each sub-clause of this Clause as though each such sub-clause contained the powers of a separate company;
 - (c) the word "company" in this Clause, except where used in reference to the company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
 - (d) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 5 The income and the property of the company shall be applied solely towards the promotion of the objects set forth in this Memorandum. No portion of the income or property of the company shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any member of the company.
 - 6 The liability of the members is limited.
 7. Every member of the company (as defined in the Articles of Association) undertakes to contribute such amount as may be required (not exceeding £1) 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.
 8. If upon the winding up of the Company there remains after the satisfaction of all its debts and liabilities any surplus whatsoever, it shall be paid to or distributed among the members of the Company only if the members all have objects similar to the objects of the Company and restrictions in their constitutions on the distribution of their income and property to members equivalent to the restriction under Clause 5 hereof, and otherwise shall be distributed to some other body or charity based in Great Britain which

has objects similar to the objects of the Company and which does have such a restriction, such other body to be determined by the voting members of the Company before the time of dissolution.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS