

**FORM OF MEMORANDUM OF A PRIVATE COMPANY
LIMITED BY GUARANTEE WITH A SHARE CAPITAL**

PRIVATE COMPANY LIMITED BY GUARANTEE WITH A SHARE CAPITAL

Memorandum of Association of

1. The name of the company is “ _____ ”.
2. The registered office of the company will be situate in Gibraltar.
3. The liability of the members is limited.
4. 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 afterwards, for payment of the debts and liabilities of the company, contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding [_____].
5. The authorised share capital of the company is [_____] divided into [_____] shares of [_____] each.
6. WE, the several persons whose name and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Name of each subscriber	Number of shares taken by each subscriber	Signature of each subscriber	Name, address & signature of witness
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Date _____