

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
PARKINSON'S IRELAND
MEMORANDUM OF ASSOCIATION

(As amended by a special resolution passed on 28 October 2023)

1 NAME

The name of the Company is PARKINSON'S IRELAND.

2 COMPANY TYPE

The Company is a company limited by guarantee, to which Part 18 of the Act applies.

3 MAIN OBJECT

The main objects for which the Company is established (the "Main Objects") are:

- 3.1 the advancement of education on Parkinson's Disease;
- 3.2 the promotion of health, including the prevention or relief of sickness, disease or human suffering, and the integration of those who are disadvantaged, and the promotion of their full participation, in society by the alleviation and provision of help to those suffering from Parkinson's Disease in Ireland, their families and carers; and
- 3.3 other purpose that is of benefit to the community, including the advancement of community welfare, including the relief of those in need by reason of youth, age, ill-health, or disability by the alleviation and provision of help to those suffering from Parkinson's Disease in Ireland, their families and carers.

4 SUBSIDIARY OBJECTS

The objects set out hereafter are exclusively subsidiary and ancillary to the Main Objects set out above. These objects are to be pursued only for the attainment of those main objects and any income generated therefrom is to be applied for the Main Objects only. As subsidiary objects:

- 4.1 to collect exchange and disseminate information on Parkinson's Disease;
- 4.2 to co-operate with the medical profession in the promotion of scientific research into the causes of Parkinson's Disease;
- 4.3 to publish books, magazines or pamphlets or other works in relation to Parkinson's Disease generally and in relation to the activities of the company;
- 4.4 to disseminate information by way of holding of lectures, seminars and courses of lectures, and by way of provision of facilities for persons engaged in the dissemination of information;
- 4.5 to set up an archive for documentary material on Parkinson's Disease;

- 4.6 to provide facilities and other resources and to help maintain and finance such facilities and other resources as are conducive to the pursuit of the Main Objects of the Company; and
- 4.7 to provide such services connected with the Main Objects of the Company as are considered to be of assistance and benefit in furthering the Main Objects of the Company.

5 POWERS

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Objects and which powers may only be exercised in promoting the Main Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Objects:

- 5.1 to make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind;
- 5.2 to apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object;
- 5.3 to raise funds and to solicit donations or other contributions by any means and to accept such funds, donations and contributions;
- 5.4 to take or decline any gift of property of any nature and any devise, legacy or annuity, subscription, contribution, grant or fund, whether subject to any special trust or not, whether subject to any terms and conditions and to apply the capital as well as the income of any such gift, devise, legacy, donation or fund;
- 5.5 to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and to maintain and equip it for use;
- 5.6 to construct, maintain, and alter any houses or buildings, or carry out works necessary or convenient for the purposes of the Company;
- 5.7 to insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company as and when required;
- 5.8 to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company as the Company may think fit and to collect all allocations, fees, rent or other amounts payable for facilities and services provided by the Company;
- 5.9 to take or otherwise acquire, and to hold, membership interests, shares and/or securities of any company or association and to sell, hold, reissue, with or without guarantee, or otherwise deal with same;
- 5.10 to borrow and raise money in such manner as the Company may think fit and to secure the payment of money or the performance by the Company of any obligations or liability by entering into such security as the Company shall think fit, including but not limited to by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company;
- 5.11 to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any

company which is the Company's holding company or a subsidiary or associated company;

- 5.12 to deposit or invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to deal with funds as the Company sees fit from time to time and to employ a professional fund manager and arrange for the investments or other property of the Company to be held in the name of a nominee or on trust;
- 5.13 to accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets for specific purposes, either conditionally or unconditionally (prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years);
- 5.14 to establish and support, and to aid in the establishment and support of, any other company or association formed for all or any of the Main Objects of the Company and to subscribe to any charitable purposes in any way connected with the Main Objects of the Company or which may be calculated to further its interests or any of them;
- 5.15 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is from time to time authorised to amalgamate provided strictly that to do so would be in accordance with the Main Objects of the Company;
- 5.16 to enter into any arrangements with any government, authority or association that may seem conducive to the Company's Main Objects, and to obtain from any such government, authority or association, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- 5.17 to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the Main Objects of the Company;
- 5.18 to employ and remunerate such staff and to engage and remunerate such consultants and advisors as are necessary for carrying out the work of the Company subject always to the provisions of clause 7 of this memorandum of association in relation to payments to members and directors;
- 5.19 to pay premiums for insurance for the benefit of the officers against personal liability incurred, acting in good faith, in the course of his/her functions as charity trustee (as defined in the Charities Act 2009);
- 5.20 to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects;
- 5.21 to procure the Company to be registered or recognised in any foreign country, jurisdiction or place;

- 5.22 to apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired;
- 5.23 to adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations;
- 5.24 to maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally;
- 5.25 to carry on alone or in conjunction with others any other service, trade or business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Objects;
- 5.26 to found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Objects;
- 5.27 to establish and maintain links with international and national organisations having similar objectives;
- 5.28 to pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company;
- 5.29 to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person, company or association; and
- 5.30 to do all such other things as are requisite, advantageous or incidental to, or to facilitate the attainment of the above Main Objects or any of them

PROVIDED THAT:

- (A) 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;
- (B) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6 LIMITATION ON OBJECTS AND POWERS

- 6.1 The Company shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which, if an object of the Company, would make it a trade union.

6.2 The above objects shall not be construed in any way so as to render any of them otherwise than exclusively charitable.

6.3 The objects and powers contained in clauses 4 and 5 are ancillary and subsidiary to the Main Objects set out in clause 3.

7 INCOME AND PROPERTY

7.1 The income and property of the Company shall be applied solely towards the promotion of Main Objects as set forth in this Constitution. No portion of the Company's income and property 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.

7.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

7.2.1 reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

7.2.2 interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;

7.2.3 reasonable and proper rent for premises demised and let by any Director or any member of the Company;

7.2.4 reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

7.2.5 fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company; or

7.2.6 sums to any Director or to any person with whom a Director has a personal connection (within the meaning of section 2(1) and 2(2) of the Charities Act) in return for services actually rendered to the Company, pursuant to an agreement entered into in compliance with section 89 of the Charities Act (when commenced).

8 WINDING UP

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 7 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9 LIMITED LIABILITY

The liability of the members is limited.

10 UNDERTAKING TO CONTRIBUTE

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (A) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (B) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

11 ADDITIONS, ALTERATIONS OR AMENDMENTS

- 11.1 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 11.2 No amendments of any kind shall be made to the provisions of clauses 7 and 8 of the Memorandum and no amendments shall be made to the Constitution to such extent that they would alter the effect of clauses 7 and 8 of the Memorandum, such that there would be non-compliance with the requirements of section 1180 of the Act.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
PARKINSON'S IRELAND
ARTICLES OF ASSOCIATION

1 PRELIMINARY

1.1 Definitions

In these Articles:

"Act" means the Companies Act 2014 (as may be amended from time to time);

"Articles" means these Articles of Association;

"Board" means the board of Directors for the time being and from time to time of the Company;

"Branch" means a division of the Company, under the ownership and control of the Company, established by the Board in accordance with Article 4.1;

"Charities Act" means the Charities Act 2009 (as may be amended from time to time);

"Charities Regulator" means the Charities Regulatory Authority, a body established by section 13 of the Charities Act to perform the functions conferred on it by the Charities Act;

"Company" means the above named Company;

"Constitution" means the Memorandum and the Articles;

"Directors" means the means the directors for the time being and from time to time of the Company or the directors present at a meeting of the Board and includes any person, from time to time, occupying the position of director by whatever name called;

"Mandatory Provision" means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that is not an Optional Provision;

"Member" means a member of the Company from time to time;

"Memorandum" means the Memorandum of Association of the Company;

"Month" means a calendar month;

"Optional Provision" means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that:

(a) contains a statement to the effect, or is governed by a provision elsewhere to the effect, that the provision applies save to the extent that the Constitution provides otherwise or unless the Constitution states otherwise; or

(b) is otherwise of such import;

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"Seal" means the Common Seal of the Company.

"State" means the territory of the Republic of Ireland; and

"Year" means a calendar year.

1.2 Interpretation

1.2.1 Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.

1.2.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form, including in electronic form.

1.2.3 Unless the contrary intention appears, words or expressions contained in this Constitution shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Company.

1.2.4 Headings and footnotes used in this Constitution are for convenience of reference only and shall not be considered to form part of this Constitution.

1.2.5 Subject to the requirements of any Mandatory Provision, to the greatest extent possible the provisions of this Constitution shall take precedence over the provisions of the Act.

2 MEMBERS

2.1 The number of Members at the date of adoption of this Constitution is 1,700 but the Directors may from time to time register an increase or decrease in the number of Members, subject to there being a minimum of three Members for so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners.

2.2 Those persons registered as Members in the register of members of the Company at the date of adoption of this Constitution and such other persons as the Directors shall admit to membership and as shall sign a written consent to become a member, and whose names are entered in the register of members, shall be the Members.

2.3 There shall be three classes of members namely:-

A. Ordinary Members

B. Associate Members

C. Honorary Members

- 2.4 A Member may resign his membership by serving notice to that effect upon the Secretary at the registered office of the Company or to the Secretary's email address, such resignation to take effect no earlier than the date of service of the notice of resignation.
- 2.5 The Directors may require a Member to resign his membership by serving notice upon the Member terminating his membership, such termination to take effect no earlier than the date of service of the notice of termination.
- 2.6 The death of, or bankruptcy of, a Member shall terminate his membership with immediate effect.

3 MEMBERS' RIGHTS AND OBLIGATIONS

- 3.1 Each Member shall, on request, be entitled to be provided with a certificate of membership.
- 3.2 Each Member shall use his reasonable endeavours to promote the Main Objects and the interests of the Company and shall observe all of the Company's regulations affecting him contained in, or effective pursuant to, this Constitution or the Act.
- 3.3 The rights of each Member shall be personal to him and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
- 3.4 A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Act.
- 3.5 Save as provided by these Articles, each Member (other than an Associate Member) shall be entitled to notice of, and to attend and vote at, general meetings of the Members.

4 BRANCHES

- 4.1 The Board shall have power to establish, amend, amalgamate and disband Branches of the Company in Ireland, including the power to change, amalgamate and disband Branches in existence at the date of adoption of these Articles of Association.
- 4.2 The furthering of the Company's objects in specific localities shall be carried out by the Branches which shall promote the affairs of the Company in accordance with the Memorandum and Articles of Association and rules, regulations, and terms of reference approved from time to time by the Board. For the avoidance of doubt, the Company may also carry on charitable activities in those specific localities.
- 4.3 The composition of a Branch will be determined by the Board. Each Branch shall comply with the Memorandum and Articles of Association and the rules and regulations and terms of reference as determined by the Board in accordance with Article 4.2 and shall follow the instructions and directions of the Board.
- 4.4 Each Branch is answerable to the Board and shall report to the Board on its activities and finances in such form as may be prescribed by the Board, at least four times per year at a Board meeting and shall keep the Board updated on all material issues from time to time.
- 4.5 Each Branch may, at the invitation of the Board, nominate one candidate as a representative to the Board, subject to the prior approval of the Board and subject always to the provisions of these Articles of Association, including but not limited to the number of directors as set out in Article 10.2.2. For the avoidance of doubt, the Board may refuse to approve the appointment of a person nominated by a Branch and the Board may at its discretion remove a Director nominated by a Branch.

5 GENERAL MEETINGS

5.1 General Meetings

- 5.1.1 In accordance with the Act, general meetings are meetings of the Members and may be held by way of annual general meeting or extraordinary general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.1.2 The Company shall hold a general meeting "once in every calendar year", at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board.
- 5.1.3 Subject to the provisions of section 176 of the Act, general meetings of the Members may be held inside or outside the State, and Members may attend by means of conference or other telecommunication or electronic facility which provides them with a reasonable opportunity to participate, and if attending by such means will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

5.2 Notice of General Meetings

- 5.2.1 Notice of every general meeting of the Members shall be given in the manner provided for in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the Company including every Member (other than an Associate Member), every person being a personal representative or the official assignee in bankruptcy of a Member (where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting), and the statutory auditors for the time being of the Company (unless the audit exemption referred to in Article 5.4 is in place).
- 5.2.2 Subject to the provisions of these regulations an Ordinary Member shall have the right to receive notice all meetings of the Company and to attend and vote thereat; An Honorary Member shall have the rights of an Ordinary Member, but shall not be under any obligation to pay a subscription; an Associate Member shall have such rights and privileges as may from time to time be granted by the Directors and prescribed by the Bye-Laws of the Company but shall not be entitled to receive notice of meetings of the Company and shall not be entitled to attend at or vote at any meetings of the Company.
- 5.2.3 Subject to section 181 of the Act, a meeting of the Company, other than an adjourned meeting, shall be called:
 - (A) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (B) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- 5.2.4 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 4.2.3, be deemed to have been duly called if it is so agreed by:
 - (A) all the members entitled to attend and vote at the meeting; and

(B) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under section 360 or 365 of the Act, and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Company.

5.2.5 Notwithstanding any provision of Article 18, where notice of a general meeting is given by posting by ordinary prepaid post to the usual or notified address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

5.2.6 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

5.2.7 The notice of a meeting shall specify:

- (A) the place, date and time of the meeting;
- (B) the general nature of the business to be transacted at the meeting;
- (C) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
- (D) with reasonable prominence a statement that:
 - (1) a Member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (2) a proxy need not be a member;
 - (3) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

5.2.8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

5.2.9 Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as are provided for in section 178 of the Act (as modified by section 1203 of the Act).

5.2.10 If, at any time, there are not sufficient Directors capable of acting to form a quorum, any Director or any Member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

5.3 Requisition of General Meetings

5.3.1 The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the

deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

- 5.3.2 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 5.3.3 If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
- 5.3.4 Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
- 5.3.5 A meeting convened under this Article 9.3 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

5.4 Proceedings at General Meetings

- 5.4.1 The business of the annual general meeting shall include:
 - (A) the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (B) the review by the Members of the Company's affairs;
 - (C) the election of Directors in accordance with Article 10.2.5;
 - (D) the appointment or re-appointment of the statutory auditors (if applicable); and
 - (E) authorising the Directors to fix the remuneration of the auditors (if applicable).

5.5 Quorum for General Meetings

- 5.5.1 Save as herein otherwise provided, three Members present in person or by proxy shall be a quorum. Members attending a meeting by way of conference or other telecommunication or electronic facility will be deemed to be present in person at such meeting in accordance with Article 5.1.3.
- 5.5.2 No business shall be transacted at any general meeting unless a quorum of Members is present both at the time when the meeting proceeds to business and during the currency of the meeting.

- 5.5.3 If within half an hour after the time appointed for a general meeting a quorum is not present, then the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

5.6 Chairperson of General Meetings

- 5.6.1 The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
- 5.6.2 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

5.7 Adjournment of General Meetings

- 5.7.1 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.7.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 5.7.3 When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

6 VOTES OF MEMBERS

- 6.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication) unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with Article 8.4.
- 6.2 Where a matter is being decided (whether on a show of hands or on a poll), every Ordinary Member and Honorary Member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
- 6.3 No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
- 6.4 Unless a poll is so demanded (and the demand not be withdrawn), a declaration by the chairperson that a resolution has, on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice

indication or other electronic indication), been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 6.5 Where there is an equality of votes, whether on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication) or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
- 6.6 A member shall be entitled to vote at any general meeting notwithstanding that all moneys immediately payable by him or her to the company have not been paid.

7 WRITTEN RESOLUTIONS

Subject to sections 191 to 198 of the Act, a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

8 VOTING ON A POLL

- 8.1 At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 8.2 A demand for a poll may be withdrawn by the person or persons who have made the demand.
- 8.3 Subject to Article 8.6, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 8.4 A demand for a poll may be made by:
- 8.4.1 the chairperson of the meeting;
 - 8.4.2 at least three Ordinary Members present in person or by proxy;
 - 8.4.3 any Ordinary Member or Members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
- 8.5 A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 8.6 A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

8.7 The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 8.3 and 8.4, a demand by a person as proxy for a member shall be the same as a demand by the member.

8.8 On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-

8.8.1 use all his or her votes; or

8.8.2 cast all the votes he or she uses in the same way.

9 PROXIES

9.1 A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy shall have the same right as the Member appointing him to speak at the meeting and to vote on a show of hands and on a poll.

9.2 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy need not be a Member.

9.3 The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing –

9.3.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or

9.3.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

9.4 The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company (or at such other place within the State as is specified for that purpose in the notice convening the meeting), and shall be deposited not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, 48 hours before the time appointed for the taking of the poll.

9.5 The depositing of the instrument of proxy (or other document) referred to in Article 9.3 may, rather than posting or delivering it, be effected by communicating the instrument to the Company by electronic means.

9.6 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[Name of Company] (the "Company")

I/We, [insert] (the "Member") of [insert] in the County of [insert] being a Member/Members of the Company, [insert] hereby appoint [insert] of [insert] or failing them [insert] of [insert] as my/our proxy to attend, speak and vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of and at any adjournment thereof.

Voting instructions to proxy

(Choice to be marked with an "X")

<i>Number or description of resolution:</i>	<i>In Favour</i>	<i>Abstain</i>	<i>Against</i>
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit. Signature of Member.....

Dated [date]

10 DIRECTORS

10.1 Directors' power of management

10.1.1 The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting, but subject to:

- (A) the provisions of this Constitution;
- (B) the provisions of the Act; and
- (C) such directions, not being inconsistent with the foregoing provisions, as the Members in general meeting may (by special resolution) give, provided that no direction given by the Members in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

10.2 Appointment of Directors

10.2.1 Any purported appointment of a Director without that Director's consent shall be void.

10.2.2 The Board shall be comprised of no less than three and unless and until determined by the Company in general meeting, no more than ten Directors.

10.2.3 The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

10.2.4 Any Director appointed in accordance with Article 10.2.3 shall hold office only until the next annual general meeting and shall then be eligible for re-election.

10.2.5 Without prejudice to the powers of the Directors under Article 10.2.3 the Members in general meeting may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

- 10.2.6 The Members may by ordinary resolution appoint another person in place of a Director removed from office under Article 10.4.1.
- 10.2.7 Each Branch may, at the invitation of the Board, nominate one candidate as a representative to the Board, subject to the prior approval of the Board and in accordance with Article 4.55.
- 10.2.8 No person other than a Director retiring at the annual general meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
- 10.2.9 The Board may require any candidate for election as director a) to submit to it such information as the Board may specify and b) to meet with the Chair or some or all of the Directors or some of all of the members of any committee formed to deal with director nominations, to establish the candidate's eligibility and suitability as director based on criteria agreed by the Board for the role of Director. A candidate for election as Director must be recommended in advance of any election, by a committee formed to deal with director nominations.
- 10.2.10 The Members may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

10.3 Term of Office

- 10.3.1 Subject to Articles 10.3.3, 10.3.4 and 10.4, the term of office of each Director shall be three years.
- 10.3.2 At the annual general meeting following the expiration of a Director's first three-year term in office, a Director shall retire, following which, he/she shall be eligible for re-appointment by the Members for up to two further terms of three years each. Upon expiry of a Director's second term of office, he/she must retire and shall be eligible for re-election by the Members for a further term of three years.
- 10.3.3 Upon expiration of a Director's third term of office and on a case-by-case basis, the Board may extend a Director's term for such further period as the Board determines, if the Board considers that it is in the best interests of the Company to do so. Any director so appointed shall hold office only until the next following general meeting and shall then be eligible for re-election subject to a maximum length of service of 12 years as director. If the Board does not extend the Director's term, the term of office shall expire.
- 10.3.4 A Director will not be required to retire from office at an annual general meeting for the purposes of rotation of directors and the provisions of section 1196 (1) – (7) inclusive of the Act shall not apply.

10.4 Removal of Directors and vacation of office

- 10.4.1 The Members may by ordinary resolution remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be

without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

10.4.2 The office of Director shall be vacated if:

- (A) the Director holds any office or place of profit in the Company save as permitted by section 89 of the Charities Act (once commenced);
- (B) the Director is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act;
- (C) the Director is adjudged bankrupt, or being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction, or makes any arrangement or composition with his creditors generally;
- (D) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;
- (E) the health of the Director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity;
- (F) the Director resigns his office by notice in writing to the Company;
- (G) the Director becomes a restricted person within the meaning of Chapter 3 of Part 14 of the Act and the Directors resolve that his office be vacated;
- (H) the Director is convicted of an indictable offence;
- (I) the Director is absent for four or more consecutive meetings of the Board unless the Board otherwise determines;
- (J) the Director is directly or indirectly interested in a contract with the Company and fails to declare the nature of his interest in the manner required by section 231 of the Act;
- (K) the Director is requested in writing by a majority of 75% of his co-Directors to resign;
- (L) the Director, being a nominee of a Branch, is requested in writing by a majority of his co-Directors to resign.

10.5 Chairperson of the Board

The Directors may elect a chairperson of their meetings and determine the period for which he is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

11 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

11.1 Borrowing powers

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligations of the Company.

11.2 Specific duties of the Board

- 11.2.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
- 11.2.2 The Directors shall cause minutes to be made in books provided for the purpose:
- (A) of all appointments of officers made by the Directors;
 - (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (C) of all resolutions and proceedings at all meetings of the Members and of the Directors and of committees of Directors.
- 11.2.3 Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

12 PROCEEDINGS OF THE BOARD OF DIRECTORS

12.1 Regulation of meetings of the Board of Directors

- 12.1.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 12.1.2 The Board shall hold a minimum of six meetings every year.
- 12.1.3 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 12.1.4 All Directors shall be entitled to reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.
- 12.1.5 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing for all purposes shall take effect upon the Secretary or any Director confirming that each Director has signed the resolution in writing (either upon receipt at the registered office of the Company of all such several documents, by email or facsimile transmission or otherwise, or upon receipt by email to the Secretary). For the avoidance of doubt, electronic signature (including email signature) will suffice for written resolutions of the Directors.
- 12.1.6 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference or other telecommunication or electronic facility between some or all of the Directors, or as the case may be, members of the committee who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Any Director or member of a committee participating at such

a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

- 12.1.7 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 12.1.8 A Director may waive notice of any meeting, and such waiver may be retrospective.
- 12.1.9 A Director shall not be entitled to appoint any person to be an alternate or substitute Director.

12.2 Voting at meetings of the Board

- 12.2.1 Questions arising at any meeting shall be decided by a majority of votes.
- 12.2.2 Where there is an equality of votes, the chairperson shall have a second or casting vote.

12.3 Quorum for meetings of the Board

- 12.3.1 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two. For the avoidance of doubt, Directors present by way of conference or other telecommunication or electronic facility shall be counted in the quorum, in accordance with Article 12.1.6.
- 12.3.2 The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed for the quorum, they may act only for the purposes of filling vacancies to increase the number of Directors to that number or of calling a general meeting.

13 POWERS OF ATTORNEY

The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

14 COMMITTEES

14.1 Establishment and regulation of committees

- 14.1.1 The Directors may establish one or more committees, consisting in whole or part of Directors, as they think fit for such purposes, and with such functions as the Directors shall determine and, without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees.
- 14.1.2 Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.

- 14.1.3 All committees established by the Directors shall be responsible to and report to the Directors.

14.2 Proceedings of committees

- 14.2.1 The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting may elect a chairperson of its meetings from among its number.
- 14.2.2 A committee may meet and adjourn as it thinks proper.
- 14.2.3 Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

15 SECRETARY

15.1 Company Secretary

- 15.1.1 The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- 15.1.2 The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- 15.1.3 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
- 15.1.4 The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his statutory and other duties.

16 SEAL

16.1 Use of the Seal

- 16.1.1 The Seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf.
- 16.1.2 Any instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by the Directors or by a foregoing committee of them, and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors or by a foregoing committee of them for that purpose.
- 16.1.3 If a registered person has been authorised by the Company under section 39(1) of the Act, the Seal may be used by such person and any instrument to which the Seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned:

- (A) by the Secretary or a Director; or
- (B) by some other person appointed for the purpose by the Directors or a committee of the Directors authorised by the Directors in that behalf.

17 ACCOUNTS

17.1 Preparation and keeping of accounts

17.1.1 The Board shall cause adequate accounting records to be kept relating to:

- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (B) the assets and liabilities of the Company; and
- (C) all sales and purchases of goods by the Company.

17.1.2 Adequate accounting records shall be deemed to have been maintained if they explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

17.1.3 The accounting records shall be kept at the registered office of the Company or, subject to section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.

17.1.4 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company shall be open to the inspection of Members who are not Directors, and no Member (not being a Director) shall have any right of inspection of any accounting records or document of the Company except as conferred by statute or authorised by the Directors or by the Members in general meeting.

17.2 Laying of accounts before Annual General Meeting

17.2.1 The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Members such profit and loss account, balance sheet, and reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Members.

17.2.2 A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Members together with a copy of the Directors' report and statutory auditors' report (if applicable) shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

18 AUDIT

Auditors shall be appointed as required by the Act and their duties regulated in accordance with the provisions of the Act dealing with such matters.

19 NOTICES

- 19.1 A notice may be given by the Company to any Member either in writing or by electronic means subject to the provisions of this Article 19.
- 19.2 A notice in writing may be served on or given to the Member in one of the following ways:
- 19.2.1 by delivering it by hand to the Member;
 - 19.2.2 by leaving it at the usual or notified address of the Member;
 - 19.2.3 by sending it by post in a prepaid letter or by courier to the usual or notified address of the Member; or
 - 19.2.4 by electronic means.
- 19.3 Any notice served or given in accordance with the provisions of Article 19.1 shall be deemed, in the absence of any agreement to the contrary between the Company and the Member, to have been served or given:
- 19.3.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - 19.3.2 in the case of it being left, at the time that it is left;
 - 19.3.3 in the case of it being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):
 - (A) on a Friday – 72 hours after dispatch; or
 - (B) on a Saturday or Sunday – 48 hours after dispatch;
 - 19.3.4 in the case of it being posted (to an address outside the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):
 - (A) on a Friday – 168 hours after dispatch; or
 - (B) on a Saturday or Sunday – 120 hours after dispatch; or
 - 19.3.5 in the case of electronic mail, at the time it was sent,
- but subject to section 181(3) of the Act (as reproduced at Article 5.2.5 of these Articles) regarding notice of general meetings.

20 INDEMNITY

Subject to the provisions of the Act every Director or member of a committee appointed by the Board or any agent of the Board or such a committee, auditors, Secretary and every other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by any of them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity where judgment is given in their favour or in which they are acquitted, or in connection with any application under section 233 of the Act in which relief is granted to them by the Court.

21 OPTIONAL PROVISIONS

The Optional Provisions of the Act listed in column 1 below shall not apply to the Company. To the extent that a given Optional Provision has been replaced by or restated in or dis-applied by these Articles or by the Memorandum, this is identified in column 2 below.¹

	COLUMN 1	COLUMN 2
1.	OPTIONAL PROVISION OF THE ACT	CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
2.	Section 43(2)(a) and (b) (common seal);	Restated at Article 16.1.1 and 16.1.2
3.	Section 43(3) (common seal);	Restated at Article 16.1.3
4.	Section 144(3)(a) (appointment of directors);	Replaced by a bespoke provision at Articles 10.2 and 10.3
5.	Section 144(3)(b) (directors may fill a casual vacancy);	Restated at Article 10.2.3
6.	Section 144(3)(c) (directors appointed by casual vacancy hold office until next annual general meeting);	Restated at Article 10.2.4
7.	Section 144(3)(d) (company may increase or reduce the number of directors);	Restated at Article 10.2.10
8.	Section 144(3)(e) (company may appoint another person in place of a removed director);	Restated at Article 10.2.5 and 10.2.6
9.	Section 148(2) (vacation of office);	Replaced by a bespoke provision at Article 10.4.2
10.	Section 155(2) (remuneration of directors set by the directors);	Dis-applied – No remuneration for Directors (as detailed at clause 7 of the Memorandum)
11.	Section 155(3) (directors expenses);	Restated at clause 7.2.4 of the Memorandum
12.	Section 158(1) (business of a company to be managed by its directors);	Restated at Article 10.1.1
13.	Section 158(2) (directions given by a company do not invalidate prior acts of the directors);	Restated at Article 10.1.1(C)
14.	Section 158(3) (directors of the company may exercise powers to borrow, mortgage or charge);	Restated at Article 11.1
15.	Section 158(4) (directors may delegate their powers to committees);	Restated at Article 14.1 and 14.1.2
16.	Section 159 (managing director);	Dis-applied - No managing director
17.	Section 160(1) (directors may meet for the dispatch of business);	Restated at Article 12.1.1
18.	Section 160(2) (questions arising at a meeting of the directors shall be decided by a majority of votes);	Restated at Article 12.2
19.	Section 160(3) (summoning meetings of the directors);	Restated at Article 12.1.3

¹ [Note to client:] This table will be updated based on the final draft of the Constitution.

20.	Section 160(6) (quorum for meeting of directors);	Replaced by a bespoke provision at Article 12.3.1
21.	Section 160(7) (directors acting below a quorum);	Restated at Article 12.3.2
22.	Section 160(8) (directors may elect a chairperson);	Restated at Article 10.5
23.	Section 160(9) (directors may establish committees);	Restated at Article 14.1
24.	Section 160(10) (a committee may elect a chairperson);	Replaced by a bespoke provision at Article 14.2.1
25.	Section 160(11) (a committee may meet and adjourn);	Restated at Article 14.2.2
26.	Section 160(12) (questions arising at a committee meeting shall be decided by a majority of votes);	Restated at Article 14.2.3
27.	Section 161(1) (written resolutions of directors);	Restated with amendments at Article 12.1.5
28.	Section 161(5) (taking effect of counterpart resolutions);	Replaced by a bespoke provision at Article 12.1.5
29.	Section 161(6) (joining meetings by telephonic or electronic means);	Restated at Article 12.1.6
30.	Section 164 (signing, drawing etc of negotiable instruments and receipts);	Restated at Article 11.2.1
31.	Section 165 (alternate directors);	Dis-applied at Article 12.1.9 (no alternates allowed)
32.	Section 181(6) (accidental omission to give notice of a meeting);	Restated at Article 5.2.8
33.	Section 182(2) (quorum for general meeting);	Replaced by a bespoke provision at Article 5.5.1
34.	Section 182(5) (dissolution and adjournment of general meeting);	Replaced by a bespoke provision at Article 5.5.3
35.	Section 183(1) as modified by Section 1205 (proxies);	Restated at Article 9.1
36.	Section 183(3) (no entitlement to appoint more than one proxy);	Restated at Article 9.2
37.	Section 183(6) (time for receipt of proxies);	Replaced by a bespoke provision at Article 9.4
38.	Section 186(d) (business of annual general meeting – election and re-election of directors);	Explicitly adopted at Article 5.4
39.	Section 187(2) (chair of general meetings);	Restated at Article 5.6
40.	Section 187(4) – (6) (proceedings at meetings);	Restated at Article 5.7
41.	Section 187(7)(a) and (b) (resolutions put to vote at general meeting);	Replaced by bespoke provisions at Article 6.1 and Article 6.4
42.	Section 187(8) (chairperson entitled to a second or casting vote at general meeting);	Restated at Article 6.5

43.	Section 188(6) as modified by Section 1206 (entitlement of members to vote at general meeting where monies payable to the company are in arrears);	Dis-applied at Article 6.6 – Members may vote where monies immediately payable to the company are in arrears
44.	Section 188(7) (objections to the qualification of voters);	Restated at Article 6.3
45.	Section 188(8) (objection to be referred to the chairperson);	Restated at Article 6.3
46.	Section 189(4) (taking of polls in such manner as the chairperson directs);	Restated at Article 8.3
47.	Section 189(5) (certain polls to be taken forthwith);	Restated at Article 8.5
48.	Section 189(6) (certain polls to be taken at such time as the chairperson directs);	Restated at Article 8.6
49.	Section 218 (notices);	Replaced by Article 19
50.	Section 230(b) (power of director to act in a professional capacity for the company);	Modified by clause 7 of the Memorandum
51.	Section 618(1)(b) (distribution of property of a company on a winding up);	Dis-applied - not applicable to a charity (distribution of assets addressed at clause 8 of the Memorandum)
52.	Section 1196 (rotation of directors);	Disapplied and replaced by a bespoke provision at Article 10.3
53.	Section 1197(2) (remuneration of directors set by the company);	Dis-applied – No remuneration for Directors (as detailed at clause 7.2 of the Memorandum)
54.	Section 1197(3) (directors' expenses);	Restated at clause 7.2.4 of the Memorandum
55.	Section 1199(8) (directors may require a member to resign by service of notice);	Restated at Article 2.5
56.	Section 1199(9) (every member shall have one vote);	Replaced by a bespoke provision at Article 6.2
57.	Section 1206(a) (modifying Section 188(2)) (votes of members);	Replaced by a bespoke provision at Article 6.2

WE, the several persons whose names and addresses are subscribed,
wish to be formed into a Company in pursuance of this Memorandum of
Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Hanka M. Grech, 43, Whitebeam rd, Clonsilla (Student)
Dublin 14. - Committee member of Association.
Ruth Breslin / 37, Whitestone Rd. Arkane
Committee member of association (Housewife)

Patricia Farrell, 114 Castleknock Grove, Celbridge W. Kildare (Committee Member)
(Bank Official)

Maurice O'Halloran, 70 Roselawn View, Castleknock,
Dublin 15 (Committee member) (Secretary) /

MICHAEL D

Michael D. [Signature] (Committee member) 60 Offington Park /
Kilbarrack (Bank Manager)

Joseph Waters (Committee Member)
7 Leopardstown Drive Blackrock.
(Engineer)

John de Paughlin, 2 Gilford Park,
Sandymount, Dublin 4, Solicitor

Dated the 24th day of September 1986

Witness to the above Signatures:-

Thomas A. [Signature]

Solicitor

70 Lower Baggot Street, Dublin 2