

MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OXFAM NORTHERN IRELAND

THE COMPANIES (NORTHERN IRELAND)
ORDERS 1986-1990

COMPANY LIMITED BY GUARANTEE

THIS COMPANY HAS BEEN FORMED BY

*THE COMPANY SHOP
79 CHICHESTER STREET
BELFAST BT1 4JE
TEL: 028 90 559955 FAX: 550078*

www.thecompanyshop.co.uk

COMPANY RESOLUTION

NI33800

OXFAM NORTHERN IRELAND

Held On 05/12/08

An Extraordinary General Meeting took place at

The Academy Plaza Hotel, Dublin 1

Those present: Catherine Byrne, Henrietta Campbell, Desmond Doherty, Mick Lanigan, Anna McAleavy, Donal McDunphy, Tony McMullan, Rob Morrison, Peig Murray, Lyn Sheridan, Paul Shovlin, Kay Rodgers

The following Special Resolution was passed:

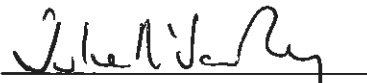
Clause 40 of the Articles of Association be amended to read:

“All Directors may serve a maximum of three terms of three years each, after which they must stand down and cannot be re-elected again. This tenure applies to all Directors including the chair. The foregoing does not apply to the present chair who shall be entitled to serve a further period of two years.”

And that the attached Memorandum & Articles and clauses therein in their entirety are hereby adopted.

All were in favour.

There being no further business, the meeting was closed.

Signed: 

For and on behalf of the Board of OXFAM NORTHERN IRELAND

The Company Shop

79 Chichester Street

Belfast

BT1 4JE

Tel 02890 559955

Fax 02890 550078

COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

CERTIFICATION

I hereby certify that this document is a true copy of the Memorandum and Articles of Association of the Company altered by Special Resolution on 05/12/08

Signed: Julie Nilsen

For and on behalf of the Board of OXFAM NORTHERN IRELAND

MEMORANDUM

-and-

ARTICLES OF ASSOCIATION

NI33800

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THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 - 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

OXFAM NORTHERN IRELAND
(a charitable company)

1. The name of the Company (hereinafter called "the Company") is "Oxfam Northern Ireland"
2. The registered office of the Company will be situate in Northern Ireland.
3. The Company is established for
 - (A) With a view to carrying on the charitable activities mentioned in sub-clause (B) of this clause to take over and acquire the whole or any part of the real and personal property of Oxfam relating to the activities of Oxfam in Northern Ireland and to co-operate (inter alia) with Oxfam International and Oxfam ROI to ensure that such activities are effectively conducted
 - (B) To relieve poverty, distress and suffering in any part of the world (including starvation, sickness or any physical disability or affliction) and primarily when arising from any public calamity (including famine, earthquake, pestilence, war or civil disturbance) or the immediate or continuing result of want of natural or artificial resources or the means to develop them and whether acting alone or in association with others; and in particular, but without prejudice to the generality of the foregoing, for that purpose to provide food, healing, clothing, shelter, training and education and to undertake or assist in work calculated directly to achieve that purpose; and in connection therewith to educate the public concerning the nature, causes and effects of poverty, distress and suffering as aforesaid, to conduct and procure research concerning these and to publish or otherwise make the results thereof available to the public

- (C) For the charitable purposes of the Company, or in the course of the execution of any charitable trusts undertaken by it, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (F) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (G) To invest the monies of the Company not immediately required for its purposes in or upon any investments which the Directors in their absolute discretion may think fit.
- (H) To establish and support or aid in the establishment and support of any charitable association or institution and to subscribe money for charitable purposes in any way connected with the purpose of the Company or calculated to further its objects.
- (I) To grant land or contribute monies to any persons, bodies of persons, or agencies (including any government or the representative of same) upon terms which will ensure that the monies are used for the purposes of the Company.
- (J) To act as an executor and trustee or sole executor and trustee of the will or codicil of any deceased person and to do all such acts or things as may be required of an executor and/or trustee to perform such duties.
- (K) To purchase and obtain insurance for, or for the benefit of, any persons who are or were at any time members of the Company, volunteers, supporters, officers, employees or Auditors of the Company against any liability incurred by such persons in respect of their duties, and/or in the exercise of their powers and/or otherwise in relation to their duties, powers or offices for the Company and to such extent as may be permitted by law or otherwise, to indemnify or to exempt any such person against or from any such liability.
- (L) To sell all manner of goods and things donated to the Company.
- (M) To enter into any arrangements with any governments or authorities,

supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

- (N) To raise funds and to help raise funds for any charitable purpose, including but not limited to the objects of the Company, and to provide grants and/or bursaries for the purpose of all or any of the Company's objects.
- (O) To do all such other things as are incidental or conducive to the above objects or any of them and to procure the Company to be registered or recognised in any country or place abroad.

Provided that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as is allowed by law having regard to such trusts.
 - (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.
4. The income and property of the Company shall be applied solely towards the promotion of its objects 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 members of the Company and no member of its Board of Directors 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;

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Board of Directors for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or its Board of Directors at a rate not exceeding two per cent less than the base lending rate prescribed for the time being by the Bank appropriate to the Company or three per cent, whichever is the greater, on money lent;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;

- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that company; and
 - (e) to any member of its Board of Directors of reasonable and proper out-of-pocket expenses.
- 5. The liability of the members is limited.
- 6. No addition, alteration, or amendment shall be made to or in the provisions of this Memorandum or Articles of Association which shall cause the Company to cease to be a charity in law.
- 7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while such party is a member, or within one year after such party ceases to be a member, for payment of the debts and liabilities of the Company contracted before such party ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).
- 8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other 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 an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such charitable 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 such provision, then to some other charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ronald Deazley
Ronald Deazley
Brunswick Street
Belfast BT2 7GE
PhD Student

Mairín Mac Góráin
Mairín MacGorain
Carrickbrennan
Monkstown
Co Dublin
Clerical Officer

Oliver Donohoe
Oliver Donohoe
418 Clonard Road
Kimmage
Dublin 12
Trade Union Research and
Information Officer

Hugh Anthony McMullan
Hugh Anthony McMullan
3 Old Priory Close
Newtownards
BT23 4PZ
Co Down
Trade Union Officer

Barbara Sweetman Fitzgerald
Barbara Sweetman Fitzgerald
35 Ailesbury Road
Dublin 4
Administrator

Margaret Kathleen Rogers
Margaret Kathleen Rogers
10 Kingsdale Park
Belfast
BT5 7BY
Retired Health Services Manager

Christopher Anthony Hudson
Christopher Anthony Hudson
90 Georges Avenue
Blackrock
Co Dublin
Trade Union Official

Dated this 31 day of *January* 1998

Witness to the above signatures:
(Signature and address)

Brian P. Ryan

Talks to town

Bruff

fairview

Co Dublin

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 - 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
OXFAM NORTHERN IRELAND
(a charitable company)

1. In these Articles:-

- "the 1986 Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force
- "the Orders" means the 1986 Order, the Companies (Northern Ireland) Order 1990 and the Companies (No. 2) (Northern Ireland) Order 1990
- "the Seal" means the common seal of the Company
- "Secretary" means any person appointed to perform the duties of the Secretary of the Company
- "The United Kingdom" means Great Britain and Northern Ireland

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

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Orders or any statutory

modification thereof in force at the date at which these articles become binding on the Company.

MEMBERS

2. (a) The maximum number of members of the Company shall not exceed thirty (30).
- (b) The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the Company. Membership shall not be denied to any person on grounds of their religious belief, national origin, nationality, sex, age, status, colour or race
- (c) A person shall cease to be a member;
 - (i) if the Board resolves that he should so cease to be a member and serves a notice in writing of such resolution on the member signed by the Secretary but so that in such event the member shall have a right to request (in writing provided such request is received not later than 10 days after the date of service of the notice of such resolution on the member) an opportunity to be heard by the Board before such resolution becomes effective and so that in any event such termination of membership shall not be effective until 30 days has elapsed from date of service of notice of the resolution on the member or (if relevant) the date on which the Board determines its decision after having heard the representations of the member

GENERAL MEETING

3. (1) Subject to paragraph (2), the Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.
 - (2) So long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following calendar year. The annual general meeting shall be held at such time and place as the Board shall appoint.
4. All general meetings other than annual general meetings shall be called extraordinary general meetings and shall be held in Northern Ireland.
5. The 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 provided by Article 376 of the 1986 Order. If at any time there are not within Northern Ireland sufficient directors capable of acting to form a quorum, any director or any two members of the Company 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.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed (subject to the provisions of the Orders) by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company, so however that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed and -
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

Notice of every general meeting shall be given to all members and the directors and the auditors of the Company

7. 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 that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment and the fixing of the remuneration of the auditors.

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three members present in person shall be a quorum.
10. If within half an hour from the time appointed for the meeting a quorum is not present, 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.
11. The Chairperson, if any, 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 fifteen 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.
12. If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
13. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the chairperson; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of 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. The demand for a poll may be withdrawn.

15. Except as provided in article 17, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
17. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. 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 upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of the Orders, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being bodies corporate by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

19. Every member shall have one vote.
20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in the affairs of those of unsound mind, may vote, whether on a show of hands or on a poll, by his controller, committee, receiver, guardian, curator bonis, tutor, judicial factor or other person in the nature of a controller, committee, receiver, guardian, curator bonis, tutor or judicial factor appointed by that court, and any such controller, committee, receiver, guardian, curator bonis, tutor, judicial factor or other person may, on a poll, vote by proxy.
21. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
22. On a poll votes may be given either personally or by proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
24. The instrument appointing a 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 Northern Ireland as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument

proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We

of

being a member/members of the above-named Company hereby appoint

of

or failing him

of

as my/our proxy to vote in my/our name/s and 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 19 and at any adjournment thereof.

Signed this day of 19 "

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"I/We

of

being a member/members of the above-named Company, hereby appoint

of

or failing him

of

as my/our proxy to vote in my/our name/s and 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 19 , and at any adjournment thereof.

This form is to be used *in favour of the resolution
against

Unless otherwise instructed, the proxy may vote as he thinks fit.

(*Strike out whichever is not desired)

Signed this day of 19 "

27. The instrument appointing a proxy shall be deemed to confer authority to

demand or join in demanding a poll.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

29. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it was an individual member of the Company.

DIRECTORS

30. (a) The number of directors shall not be less than ^{seven (7)} ~~eleven (11)~~ nor more than ~~fifteen (15)~~ eleven (11).
- (b) The number and names of the first directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
- (c) So far as this proves reasonably practicable the composition of the Board of directors shall be such as will reasonably reflect the diversity of relevant interests within both parts of Ireland and thereby promote an integrated and effective overall strategy for Oxfam in both parts of Ireland.
31. The directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

32. The directors 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 obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

33. The business of the Company shall be managed by the directors who may pay

all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Order or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Orders or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

34. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as the directors may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
35. All cheques, promissory notes, drafts, bill 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, in such manner as the directors shall from time to time by resolution determine.
36. 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;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors;

EXECUTIVE DIRECTOR

37.
 - (a) The directors may appoint an individual to act as an Executive Director of the Company on such terms as to remuneration or otherwise as the directors may determine and delegate to the Executive Director such powers and authority as the directors may consider appropriate.
 - (b) The Executive Director (who shall be paid for his services in such manner and in such amount as the directors may determine) shall not be a member of the Board of directors but shall be entitled to receive notice of and to attend and speak at (but not to vote) all meetings of the directors (and any committee of the directors) and at general meetings of the Company.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the director -
- (a) without the consent of the Company in general meeting holds any office of profit under the Company; or
 - (b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) ceases to be a director by virtue of any provision of the Orders or becomes prohibited by law from being a director; or
 - (d) suffers from mental disorder and such director either
 - (i) is detained for treatment within the meaning of Article 12 (5) of the Mental Health (Northern Ireland) Order 1986 or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to the property or affairs of such director; or
 - (e) resigns his office by notice in writing to the Company.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

RETIREMENT AND ELECTION etc OF DIRECTORS

39. Directors shall be elected for a period not exceeding three years but subject to Article 40 shall be eligible to be re-elected for such further period as may be determined.
40. All Directors may serve a maximum of three terms of three years each, after which they must stand down and cannot be re-elected again. This tenure applies to all Directors including the chair.
The foregoing does not apply to the present chair who shall be entitled to serve a further period of two years.
41. Subject to the foregoing provisions of Article 40 the company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering

himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.

42. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than five nor more than twenty-one days before the date appointed for the meeting there has been left at the registered office of the Company 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 person for election, and also notice in writing signed by that person of his willingness to be elected.
43. The Company 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.
44. The directors 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. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
45. The Company may by ordinary resolution, of which special notice has been given in accordance with Article 311 of the 1986 Order, 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.
46. The Company may by ordinary resolution appoint another person in place of a director removed from office under article 45. Without prejudice to the powers of the directors under article 44 the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

47. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chairperson shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of

directors to any director for the time being absent from the United Kingdom.

48. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be three.
49. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company but for no other purpose.
50. All council members may serve a maximum of two terms of three years each, after which they must stand down and cannot be re-elected. In the event of an unfilled council vacancy, however, a retiring member may stand for a third three-year term. It is envisaged that such persons would willingly step down during their term should suitable new candidates emerge later. This tenure applies to all members, including the chair. However, if a member is elected to the chair in their second three-year term, they may continue as chair for a third, and final, period of three years, provided that they are re-elected to both the council itself and to the chair.
51. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the directors and so that in particular any committee so appointed shall be responsible to report and account to the directors.
52. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and where there is an equality of votes the chairperson shall have a second or casting vote.
54. All acts done by any meeting of the directors or of a committee of the 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.
55. 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 and effectual as if it had been passed at a meeting of the directors duly convened and held.

56. Subject to the provisions of the Orders, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
57. A provision of the Orders 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.

HONORARY PRESIDENT(S)

58. The members may on the recommendation of the directors appoint such person or persons as they think fit to act in the capacity of Honorary President or Honorary Presidents of the Company and such person or persons may be removed from such office by a resolution in that behalf of members at a general meeting of the Company. The Honorary President or Honorary Presidents shall be entitled to attend at all board meetings and general meetings of the Company and to speak thereat but shall not be entitled to any vote.

THE SEAL

59. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

60. The directors shall cause accounting records to be kept in accordance with the Orders.
61. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Orders, at such other place or places as the directors think fit and shall at all reasonable times be open to the inspection of the officers of the Company.
62. Subject to the provisions of the Orders, 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, accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.
63. The directors shall from time to time in accordance with the provisions of the Orders cause to be prepared and to be laid before the Company in general

meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those provisions.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, so, however, that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Orders.

NOTICES

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom or Ireland) to the address, if any, within the United Kingdom or Ireland supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. Notice of every general meeting shall be given in any manner herein before authorised to -
- (a) every member except those members who (having no registered address within the United Kingdom or Ireland) have not supplied to the Company an address within the United Kingdom or Ireland for the giving of notice to them; and
 - (b) every person being a personal representative or an 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
 - (c) the Honorary President or Honorary Presidents (if appointed); and
 - (d) the Executive Director (if appointed) of the Company; and
 - (e) the auditor for the time being of the Company.

No other person shall be entitled to receive notice of general meetings.

NAMES AND ADDRESSES OF SUBSCRIBERS

Ronald Deazley
Ronald Deazley
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Barbara Sweetman Fitzgerald
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Margaret Kathleen Rogers
10 Kingsdale Park
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Christopher Anthony Hudson
Christopher Anthony Hudson
90 Georges Avenue
Blackrock
Co Dublin

Dated this 31 day of January 1998

Witness to the above signatures:
(Signature and address)

Brian R. R. R. R. R.
Talkinstown
Blackrock
Co Dublin

Farmer