

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION
OF
SPINAL INJURIES IRELAND
MEMORANDUM OF ASSOCIATION



1. Name

The name of the Company is SPINAL INJURIES IRELAND.

2. Company type

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. Main Objects

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

- 3.1 to promote the welfare of all people with spinal cord injuries in every possible way;
- 3.2 the relief, rehabilitation and employment of persons who have suffered spinal injury;
- 3.3 the relief of the families and carers of persons who have suffered spinal injury;
- 3.4 the encouragement and support of every discipline within the medical profession in their research, study and development of rehabilitation medicine.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- 4.1 to take over the whole (or such part as can be legally vested in the Company) of the property of any charitable body with objects similar to those of the Company;
- 4.2 to encourage, provide and set up self-help groups to promote the objects of the Company;
- 4.3 to provide or arrange after-care services for persons who have suffered spinal injury;
- 4.4 to provide and facilitate the provision of permanent homes or short stay hostels for such persons, their relatives or carers;
- 4.5 to set up care and advice centres for such persons;

- 4.6 to make such payments as the Company shall think fit for the establishment and running of homes, rehabilitation centres and sheltered workshops for the special needs of persons who have suffered spinal injury;
- 4.7 to study and encourage research in matters connected with the rehabilitation and employment of those who have suffered spinal injury including visits by members of the Company to conferences, seminars, workshops, symposia as well as rehabilitation and social centres both in Ireland and elsewhere and to provide scholarships for that purpose;
- 4.8 to make grants for any of the purposes for which the Company is established;
- 4.9 to collect or produce information in the form of booklets and leaflets or any other method acceptable to the Company for distribution to any person who has suffered spinal injury, hospital staff, relatives and carers and those persons interested in the care, counselling and rehabilitation of any person who has suffered spinal injury (hereinafter respectively called "the Injured" and "the Carers");
- 4.10 to establish forums for the Injured and the Carers in order to facilitate the exchange of ideas, attitudes and experiences relating to spinal injury;
- 4.11 to establish a programme of meetings from time to time, to choose subjects of interest to either the Injured or the Carers and to arrange for suitable persons to address such meetings;
- 4.12 to provide a counselling and advice service and to provide training for such counsellors and advisors;
- 4.13 to provide practical relief for the Injured and for the Carers who may be in a special need;
- 4.14 to provide a panel of persons with suitable qualifications and/or experience who can be available to give information, advice, counselling or encouragement to either the Injured or to the Carers;
- 4.15 to campaign for the provision of facilities for the rehabilitation of the Injured in procuring for them assessment, evaluation and rehabilitation services, day and residential care, activity centres and financial benefits;
- 4.16 to organise public meetings, scientific and professional conferences, seminars, symposia, press conferences, media events and workshops in order to encourage participation in the study and research of all developments within the area of spinal injury rehabilitation medicine and creating a public awareness of the needs of the Injured and the Carers;
- 4.17 to encourage the prevention of accidents in the home, at schools, at the workplace, on the roads, at sporting venues and elsewhere;
- 4.18 to accept grant aid assistance from the European Community, the government of Ireland, government agencies or local authorities to be applied in accordance with the terms laid down and to enter into any arrangements with

the European Commission, the government of Ireland or any other government or agency in the promotion of the objects of the Company; and

- 4.19 to take any steps by personal written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of the Company and to solicit contributions to the funds of the Company in the form of donations, annual subscriptions, raffles, lottos, draws, sponsorship, grants or otherwise.

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 Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation with a view to the promotion of the Main Object.
- 5.7 To employ such staff; and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.8 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.

- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 5.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with any of its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two (2) years for any purposes.
- 5.15 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, or all such methods, 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.

- 5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.17 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 when required.
- 5.18 To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity Directors or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Directors concerned knew that, or were reckless whether, the act of omission was a breach of trust or breach of duty.
- 5.19 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.
- 5.20 To adopt such means of making known the products 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.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object 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.
- 5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with

any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to lend money or to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

- 5.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.26 To carry on alone or in conjunction with others any other trade of 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 Object.
- 5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.28 To establish and maintain links with international and national organisations having similar objectives.
- 5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.30 To do all or any of the things and matters aforesaid in any part of the world and to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 5.31 To lend money with security on any terms that may be thought fit in furtherance of its Main Object.
- 5.32 To promote the charitable objects of any charitable institution which becomes a member of the Company insofar as such objects relate to the Main Objects

PROVIDED THAT:

- (a) In case the Company will take or hold any property which is subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland or its successor, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law;

- (b) 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;
- (c) The Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union;
- (d) 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. Income and Property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) 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.
- 6.2 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:
 - (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - (b) 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;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (e) 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.
 - (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

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.

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 institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. 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 expense of winding up; and
- (b) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.00.

11. Keeping Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

Preliminary

1. In these Articles, unless there is something in the subject or context inconsistent herewith:
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The "Act" means the Companies Act 2014.

The "Company" means the above named Company.

The "Directors" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly.

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

The "Seal" means the Common Seal of the Company.

The "Office" means the Registered Office for the time being of the Company.

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

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

In these Articles, words importing the masculine gender shall import the feminine or neuter where appropriate.

Members

2. For the purposes of registration the number of members of the Company is taken to be 7 but the Company may from time to time register an increase or decrease of members.
3. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member. Notwithstanding this, no person shall be admitted to membership of the Company unless and until they pay to the Company such membership fee if any as the Directors may specify by resolution for each member from time to time. For the avoidance of doubt, such membership fee shall be in addition to any annual subscription required under these Articles.

Rights of Members

4. Membership of the Company is not transferable and shall cease:
 - (a) on the member's death;
 - (b) if the member resigns by notice in writing to the Secretary;
 - (c) if the Directors resolve that the person has ceased to be a member on the grounds that:
 - (i) the conduct or actions of the person has brought the good name of the Company into disrepute;

- (ii) the person has failed to adopt or promote the principles and policies of the Company;
 - (iii) the person has ceased to be an active participant in the activities of the Company;
 - (iv) or on such other grounds as in the opinion of the Directors justifies the cessation of membership and notice in writing of such decision is given to that person by prepaid post to the address given in the register of members; or
 - (v) if the member fails to pay within such period as the Directors may determine any annual subscription due to the Company.
5. If any member is convicted on indictment of any criminal offence (other than a fixed charge offence under the Road Traffic Acts, 1961 to 2011 or any act or acts amending them) or is adjudged a bankrupt, or makes any composition or arrangement with his creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practice, that member ipso facto ceases to be a member of the Company but any person so ceasing to be a member may be readmitted to membership by the Directors at their discretion.

Annual Subscription

6. The annual subscription, if any, payable by members or any category of members shall be determined from time to time by the Directors and shall be payable on acceptance into membership for the calendar year in which acceptance takes place and thereafter shall be payable on the 1st January in each year.

General Meetings

7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the Meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
8. All General Meetings of the Company (including the Annual General Meeting) shall be held in the State and at such time and place as may be determined by the Directors.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. Such members of the public may be admitted to any General Meeting of the Company as the Directors may decide.
11. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 178 of the Act
12. Subject to Sections 181 and 191 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least and any other meeting of the Company (other than an Annual
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General Meeting or a meeting for the passing of a special Resolution) shall be called by 14 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 hour of the meeting and in the case of special business the general nature of that business and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company, entitled to receive such notices from the Company but with the consent of all the Members, or of such proportion of the same as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members think fit.

13. 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.

Proceedings at General Meetings

14. All business shall be deemed special that is transacted at any 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 Chairperson, the Secretary, the Treasurer, the Directors and auditors, the election or appointment of Directors, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors
15. 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, 5 members present in person or by proxy shall be a quorum.
16. If within 30 minutes after 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, and if at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the Meeting, the member or members present shall be a quorum.
17. A poll demanded on the election of a Chairman of the meeting, 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 Chairman 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

Votes of Members

18. Every Member shall have one vote.
19. No Member shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Company have been paid.
20. No objection shall be raised 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 Chairman of the meeting whose decision shall be final and conclusive.

30. Votes may be given either personally or by proxy or duly appointed representative.
31. 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 the State as is specified for that purpose in the notice convening the meeting not less than 48 hours (not counting a Saturday, Sunday or public holiday) 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 48 hours (not counting a Saturday, Sunday or public holiday) before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the 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.

The Directors

34. The number of the Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than nine (9).
35. The Directors shall consist of such persons as shall be appointed by the Members from time to time. The first Directors shall be appointed by the subscribers to the Memorandum and Articles of Association and thereafter they shall be elected by the members of the Company at the Annual General Meeting duly convened when the Directors will retire as provided herein.
 - 35.1 At all Annual General Meetings of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
 - 35.2 The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - 35.3 A retiring Director shall be eligible for re-election.
 - 35.4 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 sue 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.

- 35.5 All nominations to the Board of Directors and of officers of the Company (except in the case of retiring Directors offering themselves for re-election) must be communicated to the Secretary not less than twenty-one days prior to the date fixed for the Annual General Meeting and each candidate, who must signify in writing his approval to the nomination, shall be proposed and seconded by members of the Company who are duly qualified to attend and vote at such meeting.
- 35.6 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.
36. No member shall be eligible for re-election as Director for more than three consecutive years unless a resolution of the Company has been passed by a three-fourths majority of those present and voting.
39. The election of the Directors shall require a simple majority of those present and voting and they shall take up office immediately on being so elected.
40. In addition to the cases provided by section 148 of the Act, the office of Director shall be vacated if a Director: -;
 - 40.1 resigns his office by notice in writing to the Secretary;
 - 40.2 is removed from being a Director by a resolution passed by a majority of the Directors at any meeting of the Board of Directors and notice of the decision of the Board of Directors is given by the Secretary;
 - 40.3 ceases to be a member of the Company;
 - 40.4 becomes of unsound mind;
 - 40.5 is convicted of an indictable offence unless the Directors otherwise determine;
 - 40.6 is for more than 6 months absent without permission of the Directors from meetings of the Directors held during that period;
 - 40.7 holds any other office or place of profit under the Company;
 - 40.8 becomes prohibited from being a director (whether of the Company or any or body corporate registered by in this State or in Northern Ireland or Great Britain) reason of any Order made by the High Court or by any other court or tribunal of competent jurisdiction; or
 - 40.9 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 231 of the Act.

Borrowing Powers

41. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge (including by way of floating 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 the Directors

42. 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) and for such period and subject to such conditions as they may think fit, and any such powers 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 or her.
43. 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.
44. The Directors shall cause minutes to be made in books provided for the purpose:
 - 44.1 of all appointments of officers made by the Directors;
 - 44.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - 44.3 of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

Proceedings of the Directors

45. The Directors may meet together for the dispatch 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 Chairman 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.
46. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be four.
47. The continuing Directors may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed by or pursuant to the 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.

48. The Directors shall elect a Chairman of their meetings. The term of office of such Chairman shall be three years and no person shall serve more than one term of office. The Directors may remove any Chairman before the expiry of his term of office. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of that meeting.
49. The Directors may delegate any of their powers to committees consisting of such member or members of the Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
50. A committee may elect a Chairman of its meetings if no such Chairman is elected or, if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
51. 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 present and when there is an equality of votes the Chairman of the meeting shall have a second or casting vote.
52. A resolution in writing signed by all of 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.
53. All acts done by any Meeting of the Directors or of any sub-Committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such persons had been duly appointed and was qualified to be a Director.
54. A resolution in writing signed by all of 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.

Seal

55. The seal shall be used only by the authority of the Directors or of a committee of 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 some other person appointed by the Directors for the purpose.

Audit

56. Auditors shall be appointed and their duties regulated in accordance with the Act.

Bye-Laws

57. The Directors may from time to time make, alter and repeal any bye-laws they consider necessary or expedient or convenient for the proper conduct and management of the Company, and in particular, but not exclusively, they may by such byelaws:
 - 57.1 impose fines for breach of any bye-law or any Article of Association of the Company;
 - 57.2 regulate all matters that are commonly the subject of bye-laws in an association of individuals with objects similar to those of the Company.
58. No bye-laws may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of Association of the Company or be in breach of any statutory provision.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Joan Carthy, 82 Turret Road, Palmerstown, Dublin 20. Lady.

Paul Johnston, Ballycoyle, Glenree, Enniskerry, County Wicklow,
Gentleman.

Alan Kavanagh, 5 Fortview Avenue, Clontarf, Dublin 3, Business
Manager.

Colm Whooley, 4 Avonbeg Cottages Ballinaclesh, Co. Wicklow
Gentleman.

Larry Finnegan, 50 Castle Crescent, Ashbourne, County Meath,
Businessman.

Diane de Burgh, Bushey Pk Littlenewtown Enniskerry Co. Wicklow
Lady

Dated the 10th day of September 1994.

Witness to the above signatures:

Caroline Cosgrave Whooley,
34 Whitebeam Road, Clonskeagh, Dublin 14.