

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

NATIONAL SUICIDE RESEARCH FOUNDATION

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
CONSTITUTION
OF
NATIONAL SUICIDE RESEARCH FOUNDATION

MEMORANDUM OF ASSOCIATION

1. The name of the Company is NATIONAL SUICIDE RESEARCH FOUNDATION.
The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
2. The main objects for which the Company is established are:-
 - (A) To promote research and understanding into suicides and deliberate self harm.
 - (B) The following shall be considered subsidiary objects to the above mentioned main object.
 - (i) To provide and encourage the provision of courses, lectures and conferences for the general public in connection with suicides and deliberate self harm.
 - (ii) To act in full co-operation with State and Local and European Authorities in meeting the Company's main object and to assist these Authorities by bringing to their notice the local needs of the community in regard to persons at risk.
 - (iii) To accept, seek and collect grants, subscriptions and donations (whether of real or personal property) by any means whatsoever (including devises and bequests) for the promotion of the main objects of the Company.
3. 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 on promoting the main object. Any income generated by the exercise of these powers is to be applied to the promotion of the main object:-
 - (i) To raise funds generally and manage same for the benefit of the attainment of the main objects.
 - (ii) To liaise, as required, with authorities or organisations or bodies corporate, whether locally, nationally or internationally with a view to the attainment and furtherance of the Company's main objects.
 - (iii) To apply for all licences which may be required to further its main objects.
 - (iv) To carry on any other trade or business which can be advantageously carried on by the Company to further its main objects.
 - (v) To subscribe to local, national and international charities.

- (vi) To purchase, lease, hire, occupy, develop or in any other form or manner acquire or otherwise dispose of any lands, houses, rooms, office buildings or other real and personal property or any rights, easements or privileges necessary for the purpose of the Company and to employ and dismiss any person or persons.
- (vii) Generally to do all such acts and things which may be conducive or incidental to the attainment of all or any of the objects with full power to the Executive Committee of the Company subject to the provisions of the Articles and Bye-Laws for the time being in force to act for the Company so that the same shall not be repugnant to the objects or to the laws and statutes of Ireland and for this purpose to amend or vary any of the foregoing main objects as shall be thought necessary.
- (viii) To take and hold any property subject to the jurisdiction of the Charities Regulatory Authority and the Company shall not sell, mortgage, charge or lease same without such authorisation, approval or consent as may be required and as regards any such property, the Trustees for the time being of the Company shall be responsible for such properties as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as would such trustees have been if no incorporation had been effects and the incorporation of the Company shall in no way diminish or impair any control or authority exercisable by the Charities Regulatory Authority over such trustees but they shall insofar as any such property be subject jointly and severally to such control and authority as if the Company were not incorporates. In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with same in such manner as allowed by law having regards to such trust.
- (ix) To purchases, take on lease or otherwise acquire any lands, buildings, farms, gardens, or other property or any estate or interest whatsoever and any rights or privileges or easements over or in respect of any property
- (x) To construct, maintain, develop and alter any lands, buildings or works necessary or convenient for the purposes of its business.
- (xi) To employ speakers, instructors, and lecturers and to provide all necessary appliances, equipment, machinery, goods, supplies, materials and things for the provision of suitable educational training.
- (xii) To educate and train personnel as may be deemed expedient for the furtherance of any or all of the objects of the Company.
- (xiii) To organise courses, conferences, seminars and specialist symposia, by media participation, education, and such forms of propagation and publicity as are appropriate, and by providing at all times a forum for discussions.
- (xiv) To accept any gift (whether conditional or unconditional) of property whether or not subject to any special trust for the furtherance of the objects of the Company.
- (xv) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company in the form of loans, donations, subscriptions or otherwise.

- (xvi) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's main objects, and for the purposes of or in raising of money by the company to become a member of any building society.
 - (xvii) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future.
 - (xviii) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
 - (xix) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any of the main objects of the Company, directly or indirectly.
 - (xx) To make advances to customers and others with or without security, and upon such terms as the Company may approve.
 - (xxi) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or its predecessors in business or the dependents or connections of such person, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Executive Committee, be calculated directly or indirectly to benefit the Company or its employees.
 - (xxii) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
 - (xxiii) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined, provided however that notification shall be given to the Revenue Commissioners in any case where income has been accumulated for a period in excess of two years and the Revenue Commissioners shall be informed of the purpose of such accumulation.
 - (xxiv) To accept payment for any purposes or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capita, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
 - (xxv) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
4. Provided that 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 or restriction which if an object of the company would make it a Trade Union.
5. **Income and Property**
- a. 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.

- b. 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:
 - i. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - ii. 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;
 - iii. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - iv. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - v. 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.
- c. 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).

6. Additions, alterations or amendments

- a. 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.
- b. No amendments of any kind shall be made to the provisions of clauses [5 and 7] of the constitution and no amendments shall be made to the constitution to such an extent that they would alter the effect of clauses [5 and 7] of the constitution, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.

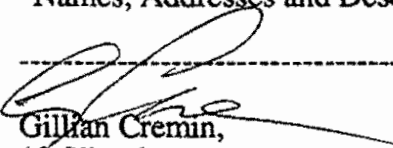
7. **Winding Up**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its 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 company or companies (being a 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 5 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.

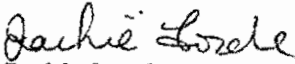
8. The fifth and sixth clauses of this Memorandum contain conditions to which a licence granted by the Minister for Enterprise and Employment to the company in pursuance of Section 1180 of the Companies Act, 2014 is subject.
9. The liability of the members is limited.
10. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases being a member, for payment of the debts and liabilities of the Company contracted before he 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 €1.00.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of the Constitution.


Names, Addresses and Description of Subscribers


Gillian Cremin,
18 Sliverlawns,
Navan,
Co. Meath.

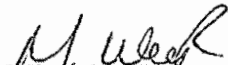
Production Assistant


Jackie Forde,
73 Cherryfield Lawns,
Hartstown,
Dublin 15.

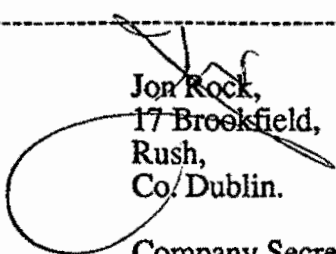
Production Assistant


Lorraine Burke,
6 Maolbuille Road,
Wadelai Park,
Glasnevin north,
Dublin 11.

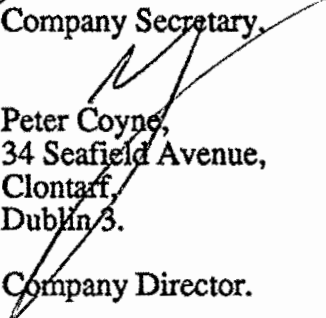
Production Assistant.


Michelle Weir,
Ballyclare,
Longwood,
Enfield,
Co. Meath.

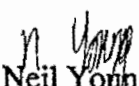
Production Assistant.


Jon Rock,
17 Brookfield,
Rush,
Co. Dublin.

Company Secretary.


Peter Coyne,
34 Seafield Avenue,
Clontarf,
Dublin 3.

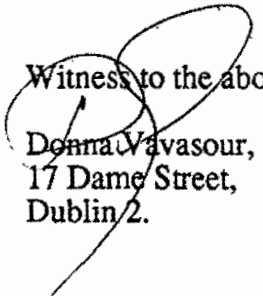
Company Director.


Neil Young,
17 Ashington Heath,
Navan Road,
Dublin 7.

Production Assistant

Dated this *8th* day of *November* 199*4*

Witness to the above signatures :


Donna Vavasour,
17 Dame Street,
Dublin 2.

COMPANIES ACT 2014
CONSTITUTION
OF
NATIONAL SUICIDE RESEARCH FOUNDATION
ARTICLES OF ASSOCIATION

The Regulations contained in the Companies Act, 2014 shall apply to the Company save in so far as they are excluded or varied hereby.

1. In these Articles:-

“the Act” means the Companies Act, 2014;

“the Board” means the Board of Directors for the time being of the Company;

“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;

“Articles” means the Articles of Association of the Company, as originally framed;

“Auditor” means the qualified accountant and/or firm of accountants who conduct an annual audit to verify the accuracy of the financial records and accounting practices of the company;

“Electronic address” means any address or number used for the purposes of sending and/or receiving electronic mail, documents or information by electronic means;

“Electronic means” means the use of electronic equipment for the processing, storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;

“Electronic mail” means the transmission and distribution of e-mail messages, including attachments and other information, from one computer terminal to another via Electronic means using Electronic addresses.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of reproducing or representing words/numbers in a 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 these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is seven but the Executive Committee may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company and shall be deemed to become members of the company, and upon its registration, shall be entered as members in its register of members. Membership shall be open to persons who can further the aims and policies of the Company as promulgated by the Executive Committee and laid down in these Memorandum and Articles of Association.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (i) Subject to paragraph (ii), the Company shall in each year, in the month of September, 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 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

(ii) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the annual general meeting shall be held at such time and at such place in the State as the Board shall appoint. An annual general meeting may be held within the State using any technology that provides members as a whole, inside or outside the State, with a reasonable opportunity to participate in the meeting.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Board may, whenever it thinks 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 representing at the date of the deposit of the requisition, not less than one third of the total number of members having at that date a right to vote at general meetings of the company. The provisions of Section 178(3) to (7) of the Companies Act 2014 apply irrespective of any statement to the contrary in this constitution. If at any time there are not within the State sufficient number of Directors capable of acting to form a quorum any Board Member or any four 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 Board.

NOTICE OF GENERAL MEETINGS

9. Subject to Sections 181 & 218 and Sections 191 to 193 of the Companies Act 2014 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 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 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 the house of 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 received notices from the Company.
10. 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.
11. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or by any electronic means. Where a notice is sent by post or electronic means, 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 the 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.
12. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member
 - (b) 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
 - (c) the Auditor for the time being of the Company
13. No other person shall be entitled to notices of General Meetings.

PROCEEDINGS AT GENERAL MEETINGS

14. 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 accounts, balance sheets and the reports of the Board and Auditors, the election of Directors in the place of those retiring, 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, four members present in person shall be a quorum.

16. 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 Board 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.
17. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he 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 Chairman of the meeting.
18. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of the number to be Chairman of the meeting.
19. The Chairman 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 30 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 adjourned meeting or of the business to be transacted at an adjourned meeting.
20. 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 Chairman, or
 - b. By at least two members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, 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 proceedings of the Company shall be conclusive evidence of the fact with 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.
21. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
23. A poll demanded on the election of a chairman, 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.

24. Subject to the provisions of Sections 191 to 193 and Sections 198 to 199 of the Companies Act 2014, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives, pursuant to Section 185 of the Act) 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. The provisions of Sections 194 and 195 of the Act do not apply to the company.
25. Every member shall have one vote.
26. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
27. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
28. 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.
29. Votes may be given either personally or by proxy.
30. The instrument appointing a proxy, pursuant to Section 183 of the Companies Act 2014, 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.
31. The instrument appointing a proxy, pursuant to Section 183 of the Companies Act 2014, and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be, pursuant to Section 183 of the Act, deposited at the office 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 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 before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

32. An instrument appointing a proxy shall be, pursuant to Section 184 of the Act, in the following form or a form as near thereto as circumstances permit:-

NATIONAL SUICIDE RESEARCH FOUNDATION

I/We, _____ (the member)
of _____,
in the County of _____ (address)
being a member/members of _____,
the above named Company,
hereby appoint _____
_____ (name & address of proxy)
or failing him _____
_____ (name & address of alternative proxy)
**as my/our proxy to attend, speak and vote for me/us at the annual or
extraordinary meeting (as the case may be) of the Company to be held
on** _____ (date of meeting) **and at any adjournment of the
meeting.**
The proxy is to vote as follows – choice to be marked by an “x”:

Resolution 1: _____ (description of resolution) – In favour ____ Abstain ____ Against ____

Resolution 2: _____ (description of resolution) – In favour ____ Abstain ____ Against ____

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Signature of member signed this ____ Day of

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

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. A vote 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 not 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 MEETING

35. Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such person/s 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 were an individual member of the Company.

ANNUAL SUBSCRIPTION

36. The Board shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of July in each year. A person becoming a member of the Company after the 1st day of July in any year may be required by the Board to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of July in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Board in its absolute discretion from time to time.

MINUTES OF PROCEEDINGS OF MEETINGS

37. The company shall, as soon as may be after their holding or passing, cause:-
- (a) minutes of all proceedings of the company, and
 - (b) the terms of all resolutions of the company,
- to be entered in books kept for that purpose; all such books kept by the company shall be kept at the same place.
38. Sections 215 to 217 of the Companies Act 2014 (rights of inspection, requests for copies, etc.) apply to those books.
39. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

DIRECTORS

40. The number of Directors shall not be less than (5) five and unless and until determined by the Company in general meeting, not more than eleven (11).
41. The first directors of the company shall be those persons determined in writing by the subscribers to the constitution or a majority of them.

APPOINTMENT, REMOVAL, VACATION OF OFFICE, ROTATION, AND POWERS AND DUTIES OF DIRECTORS

42. The appointment, removal, vacation of office, rotation and powers and duties of the Directors who may exercise all such powers of the company as are not, by the

Companies Act 2014 or by the constitution, required to be exercised by the Company in general meeting, but subject to:-

- (a) any regulations contained within this constitution;
- (b) the provisions of the Companies Act 2014; and
- (c) such directions, not being inconsistent with the foregoing regulations or provisions, as the company in general meeting give.

The Directors shall not be entitled to any remuneration as stated in Article 5 of the Memorandum of Association.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

43. (a) A member may by notice in writing to the Secretary of the Company resign his membership of the Company

(b) Membership of the Company shall automatically cease on any member's death or bankruptcy.

(c) If any member shall reuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Board either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Board shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Board be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Board any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post or electronic means in accordance with the provisions set out in Article 11 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

45. 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 obligation of the Company or of any third party.

POWERS AND DUTIES OF THE BOARD

46. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting but no directions given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
47. The Board 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 Board to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
48. 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 Board shall from time to time by resolution determine.
49. The Board shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Board;
 - (b) of the names of the Board present at each meeting of the Board and of any sub-committee of the Board;
 - (c) of all resolutions and proceeding at all meetings of the Company, and of the Board and of sub-committees of the Board.

DISQUALIFICATION/RESTRICTION OF THE DIRECTORS

50. The office of director shall be vacated pursuant to Section 849 of the Companies Act 2014 and if the Director:
 - (a) holds any office or place of profit under the Company; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of Section 819 of the Companies Act 2014; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) is convicted of an indictable offence; or

(g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 231 of the Act.

VOTING ON CONTRACTS

51. A Director may vote in respect of any contract in which he is interested or any matter arising therefrom.

ROTATION OF DIRECTORS

52. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year 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.
53. The Director(s) to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to require shall (unless they otherwise agree amongst themselves) be determined by lot.
54. A retiring Director shall be eligible for re-election.
55. 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.
56. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for re-election to the office of Director at any general meeting unless, not less than three 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 Director duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also for which notice in writing signed by that person of his willingness to be elected.
57. 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.
58. 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 Board, 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 Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
59. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Companies Act 2014 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.

60. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 57. Without prejudice to the powers of the Board under Article 56 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of an Director so removed or 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 THE BOARD

61. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit, but at least 5 meetings shall be held in each years. 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. By notice in writing to the Chief Executive Officer or the Secretary and with not less than 24 hours' notice of the date, time and venue for the meeting, any two Directors may requisition the convening of a meeting of the Board.

The Secretary on receipt of said notice shall immediately proceed to summon such meeting with not less than 24 hours' notice to those entitled to attend. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any Director who being ordinarily resident in the State is for the time being absent from the State.

62. The Quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three Directors.
63. The continuing Board 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 Board 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.
64. The Board shall elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
65. The Board may delegate any of their powers to sub-committees consisting of such member or members as they think fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
66. A sub-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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

67. A sub-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 shall have a second or casting vote.
68. All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as a Director shall, notwithstanding that it is 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.
69. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

SECRETARY

70. The company shall have a secretary, who may not be one of the Directors.
71. The Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
72. 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.
73. The Directors of the company shall have a duty to ensure that the person appointed as Secretary has the skills and resources necessary to discharge his or her statutory and other duties.

HONORARY TRUSTEES

74. The Board may from time to time, appoint such honorary trustees as it sees fit and determine and regulate their activities accordingly.

THE SEAL

75. The Official Seal shall be used only by the Authority of the Directors or of a sub-committee of Board authorised by the Board 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 Board for the purpose.

ACCOUNTS AND FINANCIAL STATEMENTS

76. The company in accordance with Section 281 of the Companies Act 2014 shall keep or cause to be kept adequate accounting records which are those that are sufficient to:-
 - (a) record all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

- (b) correctly record and explain the transactions of the company;
 - (c) enable at any time, the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy;
 - (d) enable the Directors to ensure that any financial statements of the company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation; and
 - (e) enable those financial statements of the company so prepared to be audited.
77. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one financial period to the next.
- If those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.
78. The books of account shall be kept at the offices of the company or, at such other place as the directors think fit, and shall pursuant to Section 283(3) of the Companies Act 2014, at all reasonable times be open to the inspection of the Board.
79. 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 financial statements or accounting records of the company 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 financial statement or accounting record or document except as conferred by statute or authorised by the Board or by the Company in general meeting.
80. The Directors of the company shall, in respect of each financial year, lay before the Company in annual general meeting copies of:-
- (a) the statutory financial statements of the company for the year,
 - (b) the Directors' report for the financial year,
 - (c) the statutory auditors' report on those financial statements and that Directors' report.
81. Those financial statements and those reports of the Directors and the statutory auditors for a financial year shall be so laid not 9 months after the financial year end date.
82. A copy of each of the documents specified in Section 338(2) of the Act concerning the company there referred shall be sent to:-
- (a) every member of the company (but only if that person is entitle to receive notices of general meetings of the company), and
 - (b) all persons, other than members, who are so entitled,

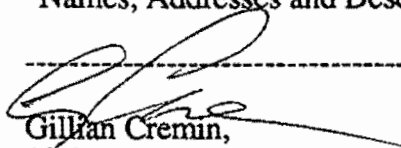
not less than 21 days before the date of the meeting of the company at which copies of those documents are to be laid in accordance with Section 341 of the Act.

83. If the copies of the documents referred to Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to in that sub-section, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.

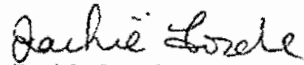
AUDIT

84. The Directors of the company shall arrange for the statutory financial statements for a financial year to be audited by the statutory auditors unless the company is entitled to, and chooses to avail itself of, audit exemption.
85. One or more statutory auditors shall be appointed in accordance with Sections 380 to 385 of the Companies Act 2014 for each financial year of the company.


Names, Addresses and Description of Subscribers


Gillian Cremin,
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Navan,
Co. Meath.

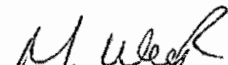
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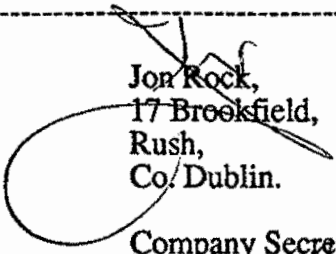
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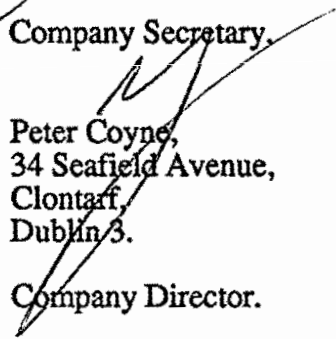
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Enfield,
Co. Meath.


Production Assistant.


Jon Rock,
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Rush,
Co. Dublin.

Company Secretary.


Peter Coyne,
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Dublin 3.

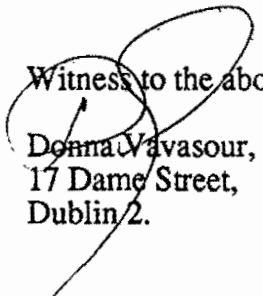
Company Director.


Neil Young,
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Navan Road,
Dublin 7.

Production Assistant

Dated this *8th* day of *November* 1994

Witness to the above signatures :


Donna Vavasour,
17 Dame Street,
Dublin 2.