

COMPANIES ACT 2014**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL****MEMORANDUM of ASSOCIATION**

-of-

**CORK CITY PARTNERSHIP COMPANY
LIMITED BY GUARANTEE**

1. The name of the Company (hereinafter referred to as the “**Company**”) is "Cork City Partnership Company Limited by Guarantee".
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established is to promote, support, assist and engage in (a) education and training development, (b) social, employment and enterprise development (c) community development, designed to benefit and promote the welfare of local communities or to deal with the causes and consequences of social and economic disadvantage or poverty.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
 - (a) To promote wider participation in voluntary activity and to promote the networking of community and voluntary organizations;
 - (b) To provide local community urban development through community initiatives for social, economic and cultural renewal;
 - (c) To promote social inclusion, to promote economic development, to increase employment and enterprise including and in particular through the provision of education and training and promote wider participation in voluntary activity;
 - (d) To provide support through initiatives involving the allocation of grant monies;
 - (e) To adopt a cohesive approach with other national and local agencies;
 - (f) To promote equality of opportunity for new communities, ethnic minority communities and asylum seekers.

5. The following are the powers of the Company:
- (1) To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of donation, covenant, grant, loan, legacy or subscription and to accept donations upon any special trusts within the limits of the objects for which the Company is established.
 - (2) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies belonging to the Company in furtherance of its main objects.
 - (3) To invest and deal with the monies of the Company not immediately required for the purposes of its objects in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Company, subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
 - (4) To take and hold shares in any other company or companies having objects similar to the main objects of this Company.
 - (5) To maintain and operate bank accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
 - (6) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
 - (7) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
 - (8) 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 by 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.

- (9) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the objects of the Company.
- (10) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally , PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- (11) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these objects or of similar charitable purposes and to exchange information and advise them .
- (12) To make donations for charitable purposes either in cash or assets which the Company may deem expedient.
- (13) with any other charitable company whose objects are similar to those of this Company.
- (14) To purchase or otherwise acquire lands, buildings, premises of every nature and kind for any estate or interest therein and to mortgage, sell, lease or otherwise dispose of same as the Company may think fit, and to insure, repair, protect, renew and safeguard such property as the Company may think fit.
- (15) To construct all buildings and conveniences, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to any of the Company's main objects, and to conduct, hold or promote meetings, lectures, shows and exhibitions to further the Company's main objects.
- (16) To construct, erect, enlarge, build, acquire and maintain houses and other buildings and works and to alter and improve the same including any existing buildings; to provide the same with such facilities as the Company deems appropriate and with light, water, drainage and all other necessaries, and to maintain the same.
- (17) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, afforest, farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, houses, property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or

otherwise, or in any other manner.

- (18) To develop and turn to account any land acquired by the Company or in which it is interested in any manner it deems fit including, without limitation, by laying out and preparing same for building purposes, constructing, improving, maintaining, decorating, altering, pulling down and fitting out buildings and structures, and by planting, paving, draining, cultivating or farming same and by construction of lakes and other water features, and altering or improving bridges, watercourses, reservoirs and wharves and to provide gardens, greenhouses and grounds for recreation and amusement.
- (19) To furnish and provide the Company's property with such equipment, furniture, machinery and property of every description as the Company may think desirable for its purposes.
- (20) To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Company, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.
- (21) To incorporate any company or companies in the State for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (22) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (23) To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or

other persons or authorities necessary and proper for the carrying into effect of the main objects mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Company as it thinks fit.

- (24) To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Company and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- (25) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects, and to obtain from any such Government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (26) To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the main objects of the Company.
- (27) To carry out researches, investigations and experimental work of every description in relation to any of the main objects herein mentioned.
- (28) To engage in any kind of publicity for the purposes of fostering the main objects of the Company and to publish on the internet, print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Company thinks fit.
- (29) To employ such persons to perform such duties on such terms as the Company may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Company either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the Company and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Company shall be such as the Company shall determine having regard to norms applying to similar posts in the public and private sectors.
- (30) 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 dependants of such person including forming and contributing to any person, provident and benefit funds or insurance schemes for the benefit of such persons.
- (31) To establish and organise branches and subsidiaries of the Company.
- (32) To pay all and any expenses, including project management and legal

expenses of, incidental to or incurred in connection with the drafting of the Company's Memorandum and Articles of Association, the formation and incorporation of the Company, the obtaining of legal and other advice on the governance of the Company, the raising of its loan or other capital, the attainment of charitable status and, generally, any other expenses directly or indirectly related to the establishment of the Company and to contract with any person or company to pay the same.

- (33) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main objects by any person or company.
- (34) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with its objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (35) To do all such other things as may be deemed incidental or conducive to the attainment of the above main objects.

And it is hereby declared that in the construction of this Clause and Clauses 2 and 3, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

And it is hereby further declared that in the construction of this Clause and Clauses 2 and 3, the word "person" shall be deemed to include a body corporate and an unincorporated body of persons as well as an individual and that words denoting the singular number only shall include the plural number and vice versa.

- 6. The Liability of the Members is Limited.
- 7. 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) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - (b) the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.
- 8. 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 10 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. 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 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. No charity trustee 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 by the Company of:
 - (a) reasonable and proper remuneration to any member or servant of the Company (not being a charity trustee) 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 charity trustees 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 charity trustee) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any charity trustee 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 charity trustee 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).

10. The Company may alter or add to this Constitution only by a Special Resolution of Members passed by not less than 75 per cent of the votes cast by such Members as, being entitled to do so, vote in person or by proxy at a General Meeting of it. Notwithstanding the foregoing, 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 appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held and if described as a Special Resolution, shall be deemed to be a Special Resolution within the meaning of this Clause.

11. 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 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.

12. For so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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

NAMES, ADDRESSES and DESCRIPTIONS of SUBSCRIBERS

JOSEPHINE O'SHEA,
95, Great William O'Brien Street,
Cork,
Married Woman/Company Director.

CHRISTINE O'BRIEN,
33, Courtown Drive,
Knocknaheeney,
Cork,
Married Woman/Company Director .

EDWARD O'BRIEN,
5, St. Declan's Road,
Gurranebraher,
Cork,
Secretary.

JAMES LYNCH,
13, Eden Court,
Mahon,
Cork,
Project Manager.

JAMES CREED,
38, Ardculen Estate,
Holyfield,
Cork,
Manager.

THOMAS CAREY,
1 1, Castle Avenue,
Carrigtwohill ,
Co. Cork,
Secretary.

THOMAS BOGUE,
7, Buxton Terrace,

Sunday's Well,
Cork,
Manager.

IAN DEVINE,
Ferndale,
73, Woodvale Road,
Beaumont,
Cork,
Business Manager.

JOHN McDONNELL,
Ballydaheen,
Mallow,
Co. Cork,
Businessman.

JOHN BARRY,
11, Riverside,
Carrigaline,
Co. Cork,
Company Director.

MICHAEL COLEMAN,
Kerry Road,
Tower,
Blarney,
Co. Cork,
Company Director.

FINBARR GOLDEN,
Dun Laoire,
Magazine road,
Cork,
Company Director.

PATRICK O'CALLAGHAN,
21, Highlands,
Passage West,
Co. Cork,
Company Director.

FIN BARR O'REILLY,
36, Hyde Park,
Co. Dublin.
Businessman.

RICHARD LANGFORD,
Birtra,
Rochestown Road,
Cork,
Company Director.

LIAM EDWARDS,
Riverview,
Douglas East,
Douglas,
Cork,
Business Manager.

BARRY CONDRON,
Caraleena,
Inchigaggin Lane,
Model Farm Road,
Cork,
Company Director.

THOMAS RICE,
Roskeen,
Priests Hill,
Glounthaune,
Co. Cork,
Company Director.

Dated the 16th day of March, 1992.

WITNESS to the above Signatures:

MICHAEL COUGHLAN,
Sunbeam Industrial Estate,
Millfield,
Mallow Road,
Cork,
Manager.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

-of-

CORK CITY PARTNERSHIP COMPANY
LIMITED BY GUARANTEEINTERPRETATION

1. The “optional provisions” (as that term is defined by s.1177(2) of the Act) shall apply to the Constitution save to the extent that they are disapplied, modified or supplemented by the articles contained within this Constitution (the “**Articles**”).
2. In this Constitution, the following terms shall have the following meanings:

“**the Area**” means the are situated in Cork City Council’s Voting Wards.

"**The Board**" means the board of directors of the Company, being the members for the time being of the Board hereby constituted.

"**The Chairperson**" means the Director appointed as Chairperson in accordance with Article 46 and all references in the Companies Act to "chairman" shall in relation to the Company be construed as references to the Chairperson.

"**Chief Executive Officer**" means the person appointed to the office of Chief Executive Officer pursuant to Article 54.

"**Community and Voluntary (NSP) Director**" means a person appointed to be a Community and Voluntary (NSP) Director pursuant to Articles 37(d)(iii).

"**The Companies Act**" means the Companies Act 2014 and any Act amending extending or replacing them and every Act for the time being in force regulating Companies.

"**The Company**" means Cork City Partnership Company Limited by Guarantee.

“**The Constitution**” means the constitution of the Company.

"**The Directors**" mean the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever named called.

"**Eligible person**" means a person eligible to be a Director of the Company pursuant to Article 37.

"**Public Representative Director**" means a person appointed to be a Public Representative Director pursuant to Article 37(d)(i).

"**Member**" means a person who is or who becomes a Member of the Company pursuant to Article 4 of these Articles;

"**National Social Partner Director**" means a person appointed to be a National Social Partner Director pursuant to Article 37(d)(ii).

"**National Social Partners**" means employer representative organizations and trade unions including, but without limitation the ICTU.

"**The Office**" means the Registered Office of the Company.

"**Pillar**" means a constituent element of a Sector as determined by the Board of Directors to be the appropriate Pillar to nominate Directors.

"**Registered Charities/Specific Interest Groups Sector**" means any charities in the area which are registered with the Charities Regulatory Authority or any specific interest groups with a base in the area..

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

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

"**Sector**" means a part or branch of the economy, or of a particular industry or activity and where used here shall constitute a reference to the Public Representatives Sector, the National Social Partners (excluding the Community and Voluntary Representatives) Sector, the Community and Voluntary (NSP) Sector and the Statutory Sector.

"**Special Resolution**" means a resolution of the Members passed by not less than 75 per cent of the votes cast by such Members concerned as, being entitled to do so, vote in person or by proxy at a general meeting of it.

"**Statutory Sector**" means the appropriate Statutory Agencies invited by the Public Representatives Directors, the National Social Partners Directors, the Community and Voluntary (NSP) Directors and the Registered Charities Directors to fill 3 Statutory Sector Seats.

"**Statutory Sector Director**" means a person appointed to be a Statutory Sector Director pursuant to Article 37(d)(iv).

"**In writing**" means written or printed or partly written or printed and shall unless a contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine and neutral gender and reference to persons shall include bodies corporate and unincorporated associations.

Unless a contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Companies Act.

Where a reference is made to a particular Section or Sections of any Act the reference shall be to such Section or Sections as the same may be from time to time amended or replaced.

MEMBERS

- 3 The number of Members with which the Company proposes to be registered shall be not less than six (6) or more than sixteen (16).
- 4 Only a natural person may be a Member of the Company and subject to Article 3, the Members of the Company shall be the Directors and no other person shall be a Member of the Company. The Board shall make an entry in respect of every Member in the Register of Members required to be kept by the Company in accordance with Section 1201 of the Companies Act.
- 5 The rights of a Member of the Company as such shall be personal and a Member of the Company shall cease to be a Member:
 - a. If he resigns as a Member by Notice in writing sent to the Secretary at the Office;
 - b. If he ceases for any reason to be a Director of the Company;
 - c. If he shall be in default for a period of three months in the payment of any subscription or other contribution payable by him to the Company;
 - d. On his death;
 - e. being an individual shall become bankrupt or compound or arrange with his/her or its creditors;
 - f. If he is no longer employed by or is no longer a participant/member of a nominating body.
- 6 A former Member of the Company shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a Member and shall not be entitled to a return of any money paid by him to the Company on his admission as a Member or by way of subscription or otherwise.
- 7 Every Member shall be bound to use all reasonable endeavours to further the objects and interests of the Company.

GENERAL MEETINGS

8. (a) All General Meetings of the Company shall be held in the State at such times and such place as the Directors shall appoint.
(b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Company shall 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 notice calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next.
10. 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 as provided by Section 1203 of the Companies Act.
11. The business of the annual general meeting shall include:
 - (a) consideration of the Company's statutory financial statements and the report of the Directors, together with the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorisation of the Directors to approve the remuneration of the statutory auditors;
 - (d) the election and re-election of Directors; and
 - (e) the appointment or re-appointment of statutory auditors.

NOTICE OF GENERAL MEETINGS

12. Subject to Sections 181 of the Companies 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 shall be called by 14 days' notice in writing at the least. The Notice shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the Meeting and in the case of special business the general nature of that business and shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Company. The Notice may be served electronically in accordance with s.218(3)(d) of the Companies Act.
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 that Meeting and a Meeting, notwithstanding that it is called by shorter notice than that specified in this Constitution, shall be deemed to have been duly called if it is so agreed by all of the Members entitled to attend and vote at the meeting, and the statutory auditors of the Company (if any).

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 the accounts, balance sheets, and the reports of the Board and the Auditors, the appointment of Members of the Board in that 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, eight (8) Members present in person shall be a quorum provided that where there are at any time fewer than eight (8) Members, the quorum shall in those circumstances be all of the Company's Members.
16. If within 45 minutes from the time appointed for the Meeting a quorum is not present, the Meeting shall be dissolved.
17. The Chairperson, if any, of the Board, shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if at any Meeting he is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairperson, the deputy Chairperson, if any, of the Board if he is present and willing to act shall be Chairperson of the Meeting, failing which the Members present shall choose one of the number to be Chairperson of the Meeting.
18. The Chairperson may, with the consent of the Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned Meeting.
19. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded
 - (a) by the Chairperson or,
 - (b) by at least three Members present in person or by proxy or,
 - (c) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

20. The demand for a poll may be withdrawn. Except as provided in this Article, if a

poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
22. Subject to Section 193 of the Companies Act, 1963, 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 representative) 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 Companies Act.
23. Notwithstanding the requirements for the length of notice set out earlier in this Constitution, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
24. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
25. Subject to compliance with the conditions in s.193 of the Act, 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 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.

VOTES of MEMBERS

26. On a show of hands every Member present in person and every proxy shall have one vote, so however, that, on a show of hands, no individual shall have more than one vote.
27. 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 or guardian or other person may vote by proxy on a show of hands or on a poll.
28. No Member shall be entitled to vote at any General Meeting unless all moneys immediately payable by him to the Company have been paid.
29. 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 chairperson of the Meeting whose decision shall be final and conclusive.

30. Votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the Appointor or of his attorney duly authorised in writing or. A proxy need not be a Member of the Company.
32. 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 Office or at such other place within the State as is specified for that purpose in the notice convening the Meeting not less than 1 hour 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 1 hour before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
33. An instrument appointing a proxy shall be in writing in the form set out in s.184 of the Companies Act a form as near to it as circumstances permit.
34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
35. 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.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSIDP

36. A Member may by notice in writing to the Secretary of the Company resign his or her Membership of the Company and Membership of the Company shall automatically cease:
 - (a) on any Member's death or bankruptcy;
 - (b) where a Member who is a Director ceases to be a Director;
 - (c) where a member is no longer employed by or a member of a nominating body.

DIRECTORS

37.
 - (a) The number of Directors of the Company shall be not less than six (6) or more than sixteen (16).
 - (b)
 - (i) Every person who is appointed as a Director to the Company shall automatically become a Member of the Company.
 - (ii) No person who is employed by the Company may become a Director.

- (iii) An elected Member of a Local Authority may only become a Director of the Company on the nomination of the Public Representatives Sector.
- (iv) No Director of the Company may become an employee of the Company prior to 12 months after cessation as a Director.

Determination of Pillars Eligible to Appoint Directors

- (c) The Directors shall determine the individual Pillars within each of the two Sectors mentioned in Article 37 (d) (ii) and (iii) which are the appropriate Pillars in those Sectors to nominate persons as Directors and must invite those Pillars and the other three Sectors mentioned in Article 37 (d) (i), (iv) and (v) to nominate person as Directors. The Directors shall from time to time review the nominating Pillars so as to ensure that they continue to be the appropriate Pillars to nominate persons as Directors.

Nomination of Directors

- (d) Directors shall be appointed to the Company as follows and sections 144(3)(c) and 144(4) of the Act shall not apply:
 - (i) The Public Representatives Sector in the Area shall be entitled to nominate three (3) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
 - (ii) The National Social Partners Sector in the Area shall be entitled to nominate two (2) persons to be Directors, each of whom shall be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
 - (iii) The Community and Voluntary (NSP) Sector in the Area shall be entitled to nominate four (4) persons to be Directors in accordance with regulations laid down from time to time by the Board of Directors governing such nomination, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
 - (iv) The Statutory Sector in the Area shall be entitled to nominate four (4) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
 - (v) The Registered Charities/Specific Interest Groups Sector in the Area shall be entitled to nominate three (3) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.

No Alternate Directors

- (e) A Director may not appoint an alternate Director.

Rotation of Directors

- (f) The Directors shall retire in the manner provided hereafter and section 1196 of the Companies Act is amended accordingly:
- (i) At each Annual General Meeting, one-third of the Directors (except the Chairperson) or if their number is not a multiple of three then the lowest number nearest one-third, shall retire from office.
 - (ii) The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between two or more who have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by lot.
 - (iii) Retirement of a Director by rotation shall happen automatically by operation of these Articles and where a person ceases to be a Director the Company Secretary shall, unless that person has been re-nominated and is immediately re-appointed a Director, forthwith notify the Companies Registration Office of the retirement.
 - (iv) A Director who retires by rotation and is not re-appointed a Director for a further term shall also cease to be a Member of the Company.
 - (v) A Director's term of office shall be from the date of co-option or appointment to the date of retirement in accordance with Article 37 (f) (i).
 - (vi) A Director who retires by rotation may, if willing to act and if re-nominated by any Pillar or Sector, be re-appointed a Director for a further term provided that no person shall be re-appointed more than twice and provided further that no person shall hold the office of Director for more than two consecutive terms.
- (g) Where a Director retires by rotation and is not willing to be re-appointed or is not re-nominated by his or her nominating Pillar or Sector, that Pillar or Sector shall be entitled to nominate another person as Director whose term of office shall commence at the end of the meeting at which the first mentioned Director was deemed to have retired and at which the second mentioned Director is co-opted or appointed.

Removal of Directors

- (h) A Director shall retire and cease to be a Director where the Director:-
- (i) resigns by notice in writing given to the Company; or
 - (ii) becomes incapable of discharging his or her duties as a member of

the Board; or

- (iii) is removed or retires under any of the provisions of these Articles or the Companies Act; or
- (iv) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (v) becomes disqualified from being a Director or becomes the subject of a restriction order under Part 14 of the Companies Act; or
- (vi) is convicted of an indictable offence unless the Directors otherwise determine; or
- (vii) ceases to be an elected Member of the Local Authority which nominated him or her to be a Director in which case the provisions of Section 16 and 18 of the Local Government Act 2001 (No. 37 of 2001) apply; or
- (viii) becomes an elected or co-opted Member of a Local Authority and is not nominated by that Authority to be a Director; or
- (ix) becomes a Member of Dail Eireann, Seanad Eireann or the European Parliament; or
- (x) ceases to be an employee of the Local Authority or Statutory Body which nominated him or her to be a Director; or
- (xi) is requested in writing by a majority of his or her fellow Directors to resign; or
- (xii) is requested in writing by the Pillar or Sector which nominated him or her to resign; or
- (xiii) is absent for three or more consecutive meetings of the Board, unless the other Directors otherwise determine, or
- (xiv) ceases to be a Member of the Company;
- (xv) holds any other office or place of profit of the Company.

and should any of the foregoing events transpire and a Director is deemed to retire and cease to be a Director, that Director may not be re-nominated by any Pillar or Sector PROVIDED ALWAYS that the Pillar or Sector that had nominated that Director (the "Retiring Director") shall be entitled to nominate another person as Director and for the purpose of rotation, that person shall be deemed to have been appointed on the date the Retiring Director was appointed and be eligible to rotate accordingly.

Quorum for Directors' Meetings

- (i) The quorum necessary for the transaction of the business of the Directors

shall be a minimum of six (6) Directors present in person or such higher number as may from time to time be set by the Directors.

- (j) The 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 these Articles as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number of or summoning a general meeting of the Company, but for no other purpose.

Board Corporate Governance and Reporting

- (k) The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control. The Directors shall also:
- (i) develop and adopt an appropriate Corporate Governance Policy having due regard to the highest standards in Quality Management Systems;
 - (ii) ensure that they review the Board's and the Company's policies, performance and practices at least annually.

Use of Company Property

- (l) For the purposes of s.228(1)(d) of the Companies Act, the reasonable personal use by a director of any property of the Company and made available for use by the director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise.
38. No remuneration shall be payable to the Directors. The Directors may be paid all travelling, hotel and other expenses properly incurred in connection with the affairs of the Company provided that same are properly approved in advance by the Board.

BORROWING POWERS

39. The Board may without any limitation as to amount 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

40. The business and affairs of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not by the Companies Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Companies 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 direction 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.

41. The Board may from time to time and at any time by power of attorney appoint any company firm or person or body or persons whether nominated directly or indirectly by the Board 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 Board under these Articles) 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 to delegate all or any of the powers, authorities and discretions vested in him.
42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies 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.
43. 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 all names of the Directors of the Board present at each Meeting of the Board, and of all persons present at each Meeting of any committee of the Board; and
 - (c) of all Resolutions and proceedings at all Meetings of the Company, of the Board, and of the committees of the Board.

CONFLICTS OF INTEREST

- 44.
- (a) On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as "Interests") which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in Article 44 (b) to make specific disclosure of interests which obligation must always be complied with.
 - (b) Each Director shall declare at a meeting of the Directors the nature of his or her Interests in :
 - (i) any application to the Company for financial or other support; or
 - (ii) any initiative taken by the Company; or
 - (iii) any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in Article 44 (c), is directly or indirectly involved; or
 - (iv) any matter from which the Director, or a person connected with a

Director as defined in Article 44 (c), may stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested and shall not be counted in the quorum. The other Directors shall make a decision regarding such matters described in Article 44 (b) (i) to (iv) in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

- (c) A Director shall be deemed to have an Interest for the purpose of Article 41 (b) where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is -
- (i) that Director's spouse, parent, brother, sister, child or step-child, other relative or co-habitee;
 - (ii) a body corporate controlled by a Director within the meaning of Section 220 of the Companies Act;
 - (iii) a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at Article 44 (c) (i) and (ii); and
 - (iv) a person acting as a partner of a Director or of any of the people at Article (c) (i) to (iii) above.
- (d) A Register of Members' and Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with (a) and (b) of this Article.
- (e) Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in Section 235 of the Companies Act for any Director or officer, past or present, of the Company.

PROCEEDINGS of the BOARD

45. The Board may meet for the dispatch of business, adjourn, and otherwise regularise their meetings, as they think fit. Questions arising at any Meeting shall be decided

by majority of votes. In case of any equality of votes, the Chairperson shall have a second or casting vote. A meeting of the Board may be called at any time by the Chairperson or by notice in writing signed by four Directors comprised of at least one Director from each category of Directors, and a meeting of the Board shall be called by the Secretary if requested by the Chairperson or by four Directors comprised as aforesaid.

THE CHAIRPERSON

46.

- (a) The Directors shall elect one of their number to be the Chairperson of the Company.
- (b) Every Chairperson appointed shall hold office until the end of the third Annual General Meeting following his or her appointment, whereupon he or she shall retire from office as both Chairperson and as a Director and shall also cease to be a Member of the Company.
- (c) A Chairperson who retires in accordance with Article 46 (b) may, if willing to act and if re-nominated by any Pillar or Sector, be re-appointed a Director for a further term provided that no person shall be re-appointed as a Director more than twice and provided further that no person shall hold the office of Director for more than two consecutive terms.
- (d) If the Chairperson is not present within 15 minutes after the time appointed for holding of any meeting the Directors present may choose one of their number to be chairperson of that meeting.
- (e) The duties and responsibilities of the Chairperson shall include (but not be limited to):
 - (i) overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - (ii) in conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company;
 - (iii) leading and representing the Board to the Chief Executive Officer and employees of the Company and ensuring that they are appraised and remunerated in accordance with agreed standards;
 - (iv) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;

47. All acts done by any Meeting of the Board or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or of any such committee or persons 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 or of such committee as the case may be.

48. 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 as if it had been passed at a Meeting of the Board duly convened and held.
49. Any Board Director may participate in a Meeting of the Board by means of telephone or other similar communication whereby all persons participating in the Meeting can hear each other speak; and participation in a Meeting in this manner shall constitute presence in person at such Meetings.

COMMITTEES of the BOARD

- 50.
- (a) The Board may delegate any of their powers to committees consisting of such Member or Members of the Board as they think fit (a “Committee”); any Committee so formed shall, in exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
 - (b) The Meetings and proceedings of any such Committee consisting of two or more individuals shall be governed by the provisions of these Articles regulating the Meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Director under Article 50(a). In particular (and subject to any Regulations so made by the Directors) questions arising at any Meeting shall be decided by a majority of votes.
51. The Board shall require that any Committee shall keep careful Minutes of its proceedings and furnish copies to the Board together with copies of any reports, surveys or other documents presented to the Meetings of the Committees.
52. A Committee may elect a Chairperson of its Meetings; if no such chairperson is elected, or if at any Meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the Meeting.
53. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairperson shall have a second or casting vote.

CHIEF EXECUTIVE OFFICER

54. The Directors from time to time may appoint any person (not being a Director) to the office of "Chief Executive Officer" for such period and on such terms as they think fit, having regard to norms applying to similar posts in the public and private sector, and fix, determine and vary his duties, powers and functions. The Directors may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages, for breach of any contract of service between him and the Company. A Chief Executive Officer shall not be a member of the Board of Directors or any Committee of Directors, he shall not attend meetings of Directors except on the invitation of the Board and he shall not be entitled to vote at any meetings of Directors.

SECRETARY

55. The Secretary shall, any Assistant or Deputy Secretary may, be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary or Assistant or Deputy Secretary so appointed may be removed by them.
56. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.
57. A provision of the Acts or this Constitution requiring or authorising a thing to be done by or to a Director and 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.

REGISTER OF DIRECTORS AND SECRETARIES

58. The Company shall keep a register of its directors and secretaries and shall enter in the register the information specified in Section 149 of the Companies Act.

SEAL

59. The Seal shall be used only by the authority of the Board and every instrument to which the Seal shall be affixed shall be signed by a Director of the Company and shall be countersigned by the Secretary or a second Director or by some other person appointed by the Board for that purpose.

ACCOUNTS

60. The Board shall cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
61. The accounting records shall be in accordance with s.282 of the Companies Act and shall include details on:-
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Company and
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of Account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

62. The books of account shall be kept at the office or subject to Section 283 of the Companies Act at such other place or places as the Company think fit, and shall be open to the inspection of the members of the Board at all reasonable times.
63. The Board shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of

members not being Directors, and no member (not being a Director of the Company) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

64. The Directors shall from time to time in accordance with the provisions of Part 6 of the Companies Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the Directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.
65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Report of the Board and Auditor's Report shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Companies Act to receive them.

AUDIT

66. Auditors shall be appointed and their duties regulated in accordance with Part 6 of the Companies Act.

NOTICES

67. Any Notice or other document required to be served on any Member shall be deemed sufficiently served by personal service or by leaving the same at or sending it prepaid through the post, to the registered address of such Member. As regards those Members who have no registered address a notice posted up in the Office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up, and any notice required to be given to the Members or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given by advertisement in a daily newspaper circulating in Cork City.
68. Any notice sent by post shall be deemed to have been served on the day following that on which the same is posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted and a Certificate in writing signed by the Secretary or other officer of the Company that the notice was so posted shall be conclusive evidence thereof.
69. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (d) every Member; and
 - (e) the auditor for the time being of the Company.

INDEMNITY FOR DIRECTORS

70. (a) Subject to the provisions of and insofar as may be permitted by section 235 of the Companies Act, every Director, Chairperson, Chief Executive Officer, Auditor, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and

liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which Judgement is given in his favour (or the proceedings or otherwise dispose of without any finding or omission of any material breach of duty on his part) or of which he is acquitted or in connection with any application under any statute for relief for liability in respect of any such act or omission in which relief is granted to him by the Court.

- (b) The Directors shall have power to purchase and maintain for any Director or Officer, past or present of the Company, insurance against any such liability as referred to in Section 235 of the Companies Act.

NAMES, ADDRESSES and DESCRIPTIONS of SUBSCRIBERS

JOSEPHINE O'SHEA,
95, Great William O'Brien Street, Cork,
Married Woman/Company Director.

CHRISTINE O'BRIEN,
33, Courtown Drive, Knocknaheeney, Cork,
Married Woman/Company Director.

EDWARD O'BRIEN,
5, St. Declan's road, Gurranebraher, Cork,
Secretary.

JAMES LYNCH,
13, Eden Court, Mahon,
Cork,
Project Manager.

JAMES CREED,
38, Ardculen Estate, Holyfield,
Cork, Manager.

THOMAS CAREY,
1 1, Castle Avenue, Carrigtwohill,
Co. Cork, Secretary.

THOMAS BOGUE,
7, Buxton Terrace, Sunday's Well, Cork,
Manager.

IAN DEVINE,
Ferndale,
73, Woodvale Road, Beaumont,
Cork,
Business Manager.

JOHN McDONNELL,
Ballydaheen, Mallow,
Co. Cork, Businessman.

JOHN BARRY,
1 1, Riverside, Carrigaline, Co. Cork,
Company Director.

MICHAEL COLEMAN,
Kerry Road, Tower, Blarney, Co. Cork,
Company Director.

FINBARR GOLDEN,
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Dun Laoire, Magazine road, Cork,
Company Director.

PATRICK O'CALLAGHAN,
21, Highlands, Passage West, Co. Cork,
Company Director.

FINBARR O'REILLY,
36, Hyde Park, Co. Dublin.
Businessman.

RICHARD LANGFORD,
Birtra, Rochestown Road, Cork,
Company Director.

LIAM EDWARDS,
Riverview, Douglas East, Douglas, Cork,
Business Manager.

BARRY CONDRON,
Caraleena, Inchigaggin Lane, Model Farm Road, Cork,
Company Director.

THOMAS RICE,
Roskeen, Priests Hill, Glounthaune, Co. Cork,
Company Director.

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Dated the 16th day of March, 1992.

WITNESS to the above Signatures:

MICHAEL COUGHLAN,
Sunbeam Industrial Estate, Millfield,
Mallow Road, Cork, Manager

