

COMPANIES ACTS, 1963 TO 2009

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
ABILITY WEST**

**KIERAN MURPHY & CO.,
Solicitors,
9, The Crescent,
GALWAY.
Memo & Articles/CORTBASE/BT**

No. 41317

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that Ability West is this day Incorporated under the Companies Acts, 1963 to 1990 and that the Company is Limited.

GIVEN under my hand at Dublin, this 9th day of April One Thousand Nine Hundred and Seventy Three

Fees and Deed Stamps £

COMPANIES ACTS, 1963 TO 2009

*COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL*

*MEMORANDUM OF ASSOCIATION
OF ABILITY WEST*

1. The name of the Company is Ability West.
2. The main object for which the Company is established is to benefit the community through the promotion and/or provision of the highest possible standard of service, support, treatment, training, education, general welfare of persons with disability in their own communities and the giving of advice, guidance and support to parents/guardians and family members of persons with disability..
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object 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 arrange or assist in arranging and providing the holding of lectures, conferences, meetings and discussions on subjects of general or special interest in the field of disability and to engage in strategic planning and the encouragement and provision of inclusive activities and advocacy in their own communities for people with disability.
 - (b) To promote the treatment, training, education, welfare, general rehabilitation and inclusion within their own communities of persons with disability.
 - (c) To act as patron of any school or educational institution and to do everything possible to promote the ethos of the Company therein.
4. **The following are the powers of the company:**
 - 1) 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 and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house, property, shops, flats, masionettes, 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.

- 2) (a) to furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.

(b) To provide gardens, greenhouses and grounds for recreation and amusement.

(c) To raise funds and help raise funds for any charitable purpose.

(d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- 3) 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.
- 4) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).
- 6) 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, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition 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.
- 7) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if 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.
- 8) 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, prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years.
- 9) 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 object(s), 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.

- 10) 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.
- 11) 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 main object(s) of the Company.
- 12) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or his or her spouse or parent, has been a member of the pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds and superannuation fund for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 13) To promote freedom of contact and to resist, ensure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- 14) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 15) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for

underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.

- 16) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
- 17) To act as trustees for any property real or personal for any of these objects or for any other purpose that may seem conducive to the objects of the Company.
- 18) To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) 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 expand all monies and property belonging to the Company.
- 19) To employ medical, clinical, nursing and care staff and all such other staff as may be appropriate and necessary including but not limited to psychologists, psychotherapists, therapists, pharmaceutical officers, physiotherapists, nurses and attendants for the purposes aforesaid and to provide and supply all such medical, surgical and pharmaceutical supplies, appliances and things and all such provision and necessaries as may be required for the purposes aforesaid or any of them.
- 20) To employ teachers, instructors, managers and administrators and provide all necessary or desirable or useful appliances, equipment, machinery, goods, supplies, materials and things for the provision of suitable educational, technical, vocational, clinical and/or physical training as may be required for the purposes aforesaid or any of them.
- 21) To educate and train personnel as may be deemed expedient for the furtherance of the objects of the Company.
- 22) To provide expert advice, courses of instruction, tuition, lectures, exhibitions, and literature in relation to the above objects.
- 23) To enter into any agreement for co-operation or reciprocal concession with any governments or authorities (supreme, municipal, local or otherwise) corporate bodies, unincorporated associations or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person, any charters, contracts, decrees, rights, privileges, and concessions which the association may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- 24) To establish, promote, co-operate with, assist or subscribe to companies or associations formed for the purpose of promoting the objects of the Company or any similar objects.

- 25) To appoint or promote the appointment of committees, the members of which shall receive no remuneration of any kind consisting either wholly or partly of members of the Company or of other persons, to investigate, report and advise on any matter relating to the Company's objects.
- 26) To do all such other things as may be deemed incidental or conducive to the attainment of the above object.

And it is hereby declared that in the construction of this Clause, 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.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro.

WINDING UP

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the company under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INCOME AND PROPERTY

8. The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the company of:

- a) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company:
- b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company:
- c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company:
- d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company:
- e) fees, remuneration or other benefit in 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.

ADDITIONS, ALTERATIONS OR AMENDMENTS

- 9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

KEEPING ACCOUNTS

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Thomas Garvey, New Inn, Ballinasloe, Co. Galway, Company Director
Michael Sugrue, Miramar, Taylors Hill, Galway, Bank Manager
Bosco McDermott, Barna, Co. Galway, Secondary School Teacher
Mary O'Halloran, 5 University Park, Galway, Law Clerk
Emilie Mullane, Snipe Avenue, Newcastle, Galway, Book-keeper
Agnes Hogan, 16 Nuns Island, Galway, Typist
Cepta Newell, Castlegar, Galway, Typist

Dated this 29th day of March 1973

Witness to the above Signatures:-

Brian J. Claffey,
Solicitor,
Williamsgate Street,
Galway.

COMPANIES ACTS, 1963 TO 1999

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of**

ABILITY WEST

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2009 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 Acts, 1963 to 2005 and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the said Act.

“the Board” means the Board of Directors of the Company

“the Directors” means 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 name called;

“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.

“Service User” means a person with a disability in receipt of a service or support from the Company;

“Family member” means the parent, grandparent, legal guardian, sibling, spouse of a sibling, child of a sibling, aunt, uncle, spouse of an aunt or uncle or child of an aunt or uncle of a service user;

“Honorary member” means a person appointed as an honorary member by the Board and shall not as honorary member per se, have any voting rights;

“Associate member” means a member of staff of the Company, a service user of the Company of full age and shall not as Associate member per se, have any voting rights;

“Corporate Member” means a company, firm, business or club and shall not, as Corporate member per se have any voting rights.

“Ordinary Member” means a member of a branch of full age, excluding an Honorary member or Associate member, and shall have full voting rights at Branch meetings;

“Branch” means a unit of the Company comprising members within a geographical area or place of work as approved from time to time by the Board.

“Region” means any one of four or more geographical areas ratified from time to time by the Board.

“Regional Committee” means two members from each Branch of the Company within a Region and each Branch shall elect or nominate its representatives to the Regional Committee in accordance with these Articles and with the Bye Laws of the Company and upon election to the Regional Committee, such persons will be accorded all of the rights and privileges of Regional Committee Members stated in these Articles and in the Bye Laws of the Company.

“Regional Committee Members” means the members elected from each branch of the Company and shall, as Regional Committee Members, be entitled to vote at all meetings of the Company.

“Officers of the Company” means the Chairman of the Board, the Vice Chairman of the Board and the Honorary Secretary and Honorary Treasurer.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form, which, for the avoidance of doubt, shall include reproduction or representation electronically or in electronic 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 unlimited
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
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.
5. There shall be the following classes of members:
 - (a) Ordinary members who shall be members of branches as hereinbefore defined and shall have full voting rights at meetings of their branch.
 - (b) Associate members who shall be members of staff of the Company, service users of full age and who cannot, for the avoidance of doubt, be ordinary members and Associate members shall not, as Associate members per se have any voting rights.
 - (c) Regional Committee Members shall be those members of branches who shall have been elected to the Regional Committee for the region in which their branch is located and shall not exceed two members per branch and shall, as Regional Committee Members, have full voting rights at all meetings of the Company.
 - (d) Honorary members who may be appointed as Honorary members by the Board by special resolution and who shall not, as honorary members per se, have any voting rights.
 - (e) Corporate Members who shall be corporate bodies, companies, businesses or clubs and who shall not, as Corporate Members per se, have any voting rights.
 - (f) Membership of the Company shall cease:
 - (i) On the death of the member.
 - (ii) On the resignation of the member by his giving notice in writing to the secretary at the office.
 - (iii) Upon failure to pay the annual subscription by the due date.

ANNUAL SUBSCRIPTION

6. The annual membership shall be payable by Ordinary members, Associate members and Corporate members and shall be payable on application for membership for the year in which application takes place and thereafter shall be payable in advance on a date to be determined by the Board.

BRANCHES

7. Branches of the Company may be formed in a geographical area or place of work approved by the Board and shall have a minimum of 6 ordinary members .
8. Branches shall have such rights and privileges as may from time to time be granted by the Board. All branches shall be established and disestablished and shall conduct their affairs in accordance with the by laws of the Company governing branches.

REGIONS

9. The Company shall have 4 or more regions, as ratified from time to time by the Board, and such regions shall advise and assist the Board in accordance with the by laws of the Company governing regions.

10. Each region will nominate two Directors to the Board. One of the Directors nominated by each region must be a family member of a service user of the Company.

GENERAL MEETINGS

10. All general meetings of the Company shall be held in the State.

11. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings 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.

(2) 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 Directors shall appoint.

12. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

14. Subject to Sections 133 and 141 of the Act an annual General Meeting and a meeting called for by 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 hour of the meeting and in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the company entitled to receive notices from the company.

15. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the

remuneration of the Auditors.

17. 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, twenty members present in person shall be a quorum.
18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, 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.
19. 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.
20. 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 their number to be Chairman of the meeting.
21. 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 at 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 the 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.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote (who shall be, for the avoidance of doubt, Regional Committee Members and Members of the Board only) 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 three members present in person or by proxy, or
 - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

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 without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a 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.

24. 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.
25. 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 questions 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.
26. Subject to Section 141 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting who shall be, for the avoidance of doubt, Regional Committee Members and Members of the Board only 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.
27. Every Regional Committee Member and each member of the Board for the time being shall have one vote.
28. A Regional Committee Member or member of the Board 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 in 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.
29. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any 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.
31. Votes may be given either personally or by proxy.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
33. 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 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.

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

<p><i>[Enter name of the Company here.]</i></p>
<p>I, _____ of _____, being a member of the above named Company, entitled to vote, hereby appoint the Chairman of the meeting of _____ or failing him _____ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be)general meeting of the Company to be held on the _____ day of _____ 20____ and any adjournment thereof.</p>
<p>Signed this _____ day of _____ 20____</p>
<p>This form is to be used *in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.</p>
<p>*Strike out whichever is not desired.</p>

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36. 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 no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.

37. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons 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, save as hereinafter set out.

ANNUAL SUBSCRIPTIONS

38. The Board shall be entitled from time to time to determine any Annual Subscriptions to be paid by Ordinary members, Associate members and Corporate members of the Company. Such subscriptions shall be payable on a date to be determined in each year by the Board. A person becoming a member of the Company after the 1st day of January 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 1st day of January in any year that member shall not be entitled

to any rebate of his Annual Subscription paid for that year.

DIRECTORS

39. The number of Directors shall be no fewer than four and no more than twenty.
40. The Board shall be elected annually at the Annual General Meeting and shall consist of the following:
- (a) Not more than two representatives nominated by each region as herein before set out.
 - (b) The outgoing Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer (if not already elected) but so that no one shall serve as an officer of the Company for more than four consecutive years.
 - (c) Such number of other members of the Company as the persons at (a) and (b) shall select by co-option provided that the total number of Directors shall not exceed twenty.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

41. (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.
- (c) If any member shall refuse 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 in accordance with the provisions set out in Article 76 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

42. 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 BOARD

43. 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 Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and 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 has not been given.
44. 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 and 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 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.
45. 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.
46. The Board shall cause minutes to be retained in a manner approved by the Board for the purpose:-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and the Board and of committees of Board.

DISQUALIFICATION OF DIRECTORS

47. The Office of Director shall be vacated 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 any order made under Section 184 of the Act; 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 unless the Directors otherwise determine; 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 194 of the Act.

VOTING ON CONTRACTS

48. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

49. 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.

50. The Directors 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 retire shall (unless they otherwise agree amongst themselves) be determined by lot.

51. A retiring Director shall be eligible for re-election, save that no Director may serve for more than four consecutive years as a member of the Board.

52. 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.

53. Subject to the provisions hereinbefore set out, 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 in writing, signed by a Member 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 notice in writing signed by that person of his willingness to be elected.

54. 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.

55. 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.

56. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act 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.

57. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 47. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF BOARD

58. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any Director who being resident in the State is for the time being absent from the State.
59. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be two.
60. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
61. The Board may elect a Chairman of its 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.
62. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
63. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 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.
64. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings 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.
65. 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 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.

66. 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.

SECRETARY

67. The Secretary shall be appointed by the Board for such term and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by the Board.

68. 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.

THE SEAL

69. The seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, 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 Director for that purpose.

ACCOUNTS

70. The Board shall cause proper books of account (which for the avoidance of doubt, may be held in electronic form) to be kept relating to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) 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.

71. The books shall be kept at the office or, subject to section 147 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.

72. The Board shall from time to time determine whether and 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) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Board or by the Company in general meeting.

73. The Board shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.

74. 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 Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

75. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

NOTICES

76. 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, where an electronic address has been provided by the member, such notice may be given by the Company to such electronic address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of 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 which the letter would be delivered in the ordinary course of post.

77. Notice of every general meeting shall be given in any manner herinbefore 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Thomas Garvey, New Inn, Ballinasloe, Co. Galway, Company Director
Michael Sugrue, Miramar, Taylors Hill, Galway, Bank Manager
Bosco McDermott, Barna, Co. Galway, Secondary School Teacher
Mary O'Halloran, 5 University Park, Galway, Law Clerk
Emilie Mullane, Snipe Avenue, Newcastle, Galway, Book-keeper
Agnes Hogan, 16 Nuns Island, Galway, Typist
Cepta Newell, Castlegar, Galway, Typist

Dated this day of 20

Witness to the above signatures:-