

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

HEALTH RESEARCH CHARITIES IRELAND

COMPANY LIMITED BY GUARANTEE

Revision History:

- Amended by CLS Chartered Secretaries and approved by the Board – 21st November 2016
- Further amended for better governance by the Board - 10th June 2019.
- Further amended for name change on 20th August 2019

COMPANIES ACT 2014 COMPANY LIMITED BY GUARANTEE
CONSTITUTION OF
HEALTH RESEARCH CHARITIES IRELAND
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

(as amended on 20th August 2019)

1. Name

The name of the Company is HEALTH RESEARCH CHARITIES IRELAND COMPANY LIMITED BY GUARANTEE, also trading as Health Research Charities Ireland and HRCI.

2. Company type

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

3. Main Object

The main object for which the Company is established (the "Main Object") is to inform, facilitate and support those charities in Ireland that are undertaking medical research in the development of their research function.

4. Subsidiary Objects

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

- i. To support other charities in Ireland to become involved in medical research for the benefit of patients.
- ii. To provide a networking and support system for charities in Ireland who support and undertake medical and related scientific research.
- iii. To identify matters of common interest to Medical Research Charities in Ireland.
- iv. To facilitate discussion between charities in Ireland who support and undertake medical and related scientific research on matters of common concern.
- v. To engage with other organisations with a view to jointly promoting the work of charities supporting and undertaking medical research in Ireland
- vi. To represent the interests of those charities supporting and undertaking medical research for the benefit of patients on relevant statutory committees and other national or international fora.
- vii. To hold meetings, publish booklets, periodicals, pamphlets or articles with a view to informing the public and/or relevant groups about medical research in Ireland and the role of medical research charities. To take whatever other steps, and become involved in whatever other activities are appropriate and necessary, with a view to promoting and developing medical research in Ireland in general and specifically, the work of the Medical Research Charities.
- viii. To raise money for any of the objects of the company by all lawful means including the receipt of grants, awards, donations or through fundraising.

Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.

5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.

5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.

5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.

5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

5.7 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

5.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.

5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.

5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

5.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

5.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

5.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.

5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

5.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

5.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).

5.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.

5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to

obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

5.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.

5.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.

5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.

5.28 To establish and maintain links with international and national organisations having similar objectives.

5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

5.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

(a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

(b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

5. Income and Property

6.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

6.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

(a) reasonable and proper remuneration to any member or servant of the Company (not

being a Director) for any services rendered to the Company;

(b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company; reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;

(c) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

(d) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.

(e) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

6. Additions, alterations or amendments

The Company must ensure that the Charities Regulator has a copy of its most recent constitution. If it is proposed to make an amendment to the constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

7. Winding Up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. Limited Liability

The liability of the members is limited.

9. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:

(a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and

(b) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

**COMPANIES ACT 2014 CONSTITUTION OF
HEALTH RESEARCH CHARITIES IRELAND
COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

(as amended on 20th August 2019)

1. The regulations contained in the Companies Act 2014 shall apply to the Company save to the extent they are excluded, modified or supplemented by this constitution.

2. In these Articles:

“the Act”	means the Companies Act 2014;
“the Company”	means the above-named 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;

Expressions referring to writing shall, unless the 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.

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 which these Articles become binding on the Company.

MEMBERS

3. The number of members with which the Company proposes to be registered is 7 but the directors may from time to time register an increase of members.

4. The subscribers to the memorandum of association of the Company shall be deemed to have agreed to become members of the Company, and, on its registration, shall be entered as members in its register of members.

5. Such other persons whom the directors admit to membership, and sign a written consent to become a member and whose names are entered in its register of members, shall be members of the Company.

6. Where the Company has increased the number of its members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.

7. 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.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

8. Membership of the Company is not transferable and shall terminate on either of the following:

8.1 ceasing to act as a director of the Company for any reason;

8.2 the death or bankruptcy of a member.

9. A member may resign his or her membership by serving notice in writing to that effect upon the directors at the registered office of the Company, such notice to expire no earlier than the date of service of the notice of resignation.

10. The directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership to expire no earlier than the date of service of the notice of termination.

GENERAL MEETINGS

11. 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 meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

12. An annual general meeting of the Company or an extraordinary general meeting of the Company may be held inside or outside of the State.

13. An annual general meeting may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

14. All general meetings of the Company, other than annual general meetings, shall be known, and in the Act are referred to as "extraordinary general meetings".

15. The directors of the Company may, whenever they think fit, convene an extraordinary general meeting.

16. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it 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.

17. The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

18. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

19. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

20. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

21. For the purposes of Regulations 17 to 20, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

22. A meeting convened under Regulation 19 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

NOTICE OF GENERAL MEETING

23. Notice of every general meeting of the Company ("relevant notice") shall be given to:-

23.1 every member;

23.2 the statutory auditors, unless the Company availed itself of the audit exemption under Section 360 or Section 365 of the Act.; and

23.3 the directors and secretary of the Company.

24. Provided the members consent, the Company permits the use of electronic means to serve or give the notice or the conditions specified in Section 218(4) of the Act are satisfied, by electronic means in accordance with Section 218 of the Act.

25. A meeting of the Company, other than an adjourned meeting, shall be called: -

25.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

25.2 in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.

26. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Regulation 25.1 and Regulation 25.2 of this constitution, be deemed to have been duly called if it is so agreed by: -

26.1 all the members entitled to attend and vote at the meeting; and

26.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 (and, where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.

27. The notice of a meeting shall specify:

27.1 the place, date and time of the meeting;

27.2 the general nature of the business to be transacted at the meeting;

27.3 in the case of a proposed special resolution, the text or substance of that proposed

special resolution; and

27.4 with reasonable prominence a statement that:

27.4.1 a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act;

27.4.2 a proxy need not be a member;

27.4.3 the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

28. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

SERVICE OF NOTICES ON MEMBERS AND THE COMPANY

29. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or this constitution shall, save where the means of serving or giving it specified in Regulation 29.4 is used, be in writing and may be served on or given to the member in one of the following ways:

29.1 by delivering it to the member;

29.2 by leaving it at the registered address of the member;

29.3 by sending it by post in a prepaid letter to the registered address of the member; or

29.4 by electronic means; and

each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given.

30. Any notice served or given in accordance with Regulation 29 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:

30.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);

30.2 in the case of its being left, at the time that it is left;

30.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address): -

30.3.1 on a Friday - 72 hours after despatch; or

30.3.2 on a Saturday or Sunday - 48 hours after despatch;

30.4 in the case of electronic means being used in relation to it, twelve hours after despatch, but this Regulation is without prejudice to Section 181(3) of the Act.

31. In addition to the means of service of documents set out in Section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

QUORUM

32. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.

33. A quorum necessary for the transaction of the business of the directors shall be 50% of the directorship of the Company plus one, or rounded up to the nearest whole number. The quorum must be present in person or by digital means at a general meeting.

34. If within 30 minutes after the time appointed for a general meeting a quorum is not present, then: -

34.1 where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;

34.2 in any other case:

34.2.1 the meeting 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

34.2.2 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

PROXIES

35. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.

36. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

37. The instrument appointing a proxy (the "instrument of proxy") shall be in writing: -

37.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or

37.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

38. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the following time.

That time is: -

38.1 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

38.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.

39. The depositing of the Instrument of Proxy may, rather than its being affected by sending or delivering the instrument, be affected by communicating the instrument to the Company by electronic means (as defined in Section 2 of the Act) and this Regulation likewise applies to the depositing of anything else referred to in the preceding Regulation.

40. An instrument appointing a proxy shall be in the following form or a form as near to it as

circumstances permit: -

[Health Research Charities Ireland Company Limited by Guarantee] (the “Company”)

[name of member] (“the Member”)

of [address of member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an ‘x’)			
Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member:			
Dated:			

REPRESENTATION OF BODIES CORPORATE AT MEETINGS

41. A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an “authorised person”) as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

PROCEEDINGS AT GENERAL MEETING

42. The business of the annual general meeting shall include: -

42.1 the consideration of the Company’s statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or Section 365 of the Act, the report of the statutory auditors on those statements and that report;

42.2 the review by the members of the Company’s affairs;

42.3 the authorisation of the directors to approve the remuneration of the statutory auditors (if any);

42.4 save where the Company is entitled to and has availed itself of the audit exemption, the appointment or re-appointment of statutory auditors.

42.5 The election and re-election of directors.

43. The chairperson, if any, of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

44. If at any meeting no director is willing to act as chairperson or if no director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

45. The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.

46. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

47. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

48. Unless a poll is demanded in accordance with Regulations 55 to 60, at any general meeting: -

48.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and

48.2 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 book containing the minutes 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 such resolution.

49. Votes may be given either personally or by proxy. 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.

VOTES OF MEMBERS

50. Every member shall have one vote.

51. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.

52. Each of the following:

52.1 a member of unsound mind;

52.2 a member who has made an enduring power of attorney;

52.3 a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;

may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

53. No member shall be entitled to vote at any general meeting of the Company unless all moneys immediately payable by him or her to the Company have been paid.

54. 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.

RIGHT TO DEMAND A POLL

55. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

56. A demand for such a poll may be made by: -

56.1 the chairperson of the meeting;

56.2 at least 3 members present in person or by proxy;

56.3 any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

57. Subject to Regulation 58 if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

58. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

59. 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 on which a poll is demanded may be proceeded with pending the taking of the poll.

60. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Regulation 56, a demand by a person as proxy for a member shall be the same as a demand by the member.

61. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes: -

61.1 use all his or her votes; or

61.2 cast all the votes he or she uses in the same way.

RESOLUTIONS

62. A resolution in writing signed by all the members of the Company 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 the Act.

63. Any such resolution passed in writing may consist of several documents in like form each signed by one or more members.

64. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.

65. The Company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the Company; without prejudice to the requirement (by virtue of Section 199(1)) of the Act that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under Section 193(7) of the Act that the foregoing documents be retained

shall be read as requiring those documents to be kept with the foregoing books.

MINUTES OF PROCEEDINGS OF MEETINGS

66. The Company shall, as soon as may be after their holding or passing, cause: -

66.1 minutes of all proceedings of general meetings of it, and

66.2 the terms of all resolutions of it,

to be entered in books kept for that purpose; all such books kept by the Company shall be kept at the same place.

67. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

ANNUAL SUBSCRIPTION

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

DIRECTORS

68. The number of the directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than eleven (11). The Board of Directors shall consist of up to nine elected directors (the "Elected Directors") and up to two co-opted directors (the "Co-Opted Directors"). The Board, at its absolute discretion and in order to avail of skills that may not be currently available among the current Directors, may appoint such additional persons with these specific skills as directors (the "Additional Co-opted Directors"), provided that in such an instance the total number of Elected Directors and Additional Co-Opted Directors shall not exceed eleven.

69. Every person appointed as a director of the Company shall automatically become a member of the Company.

70. The first directors of the Company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

APPOINTMENT OF DIRECTORS

71. Any purported appointment of a director without that director's consent shall be void.

72. Subsequent directors of the Company may be appointed by the members in general meeting, provided that no person other than a director retiring at the meeting shall, save where recommended by the directors, be eligible for election to the office of director at any general meeting unless the requirements of Section 144(4) of the Act as to his or her eligibility for that purpose have been complied with.

73. The directors of the Company may from time to time appoint any person to be a director of the Company, either to fill a casual vacancy or as an addition to the existing directors of the Company

but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in this constitution.

74. Any director appointed in accordance with Regulation 74 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

REMOVAL OF DIRECTOR

75. The Company may by ordinary resolution of which extended notice has been given remove a director in accordance with Section 146 of the Act before the expiration of his or her period of office, notwithstanding anything in the constitution 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.

76. The Company may, by ordinary resolution appoint another person in place of a director removed from office under Section 146 of the Act. Without prejudice to the powers of the directors under Section 144(3)(b) of the Act, the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

VACATION OF OFFICE

77. The office of director shall be vacated if the director: -

77.1 holds any office or place of profit under the Company; or

77.2 is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or

77.3 becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act.

77.4 the director resigns his or her office by notice in writing to the Company; or

77.5 the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or

77.6 a declaration of restriction is made in relation to the director and the directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or

77.7 the director is sentenced to a term of imprisonment following conviction of an indictable offence;

77.8 the director is for more than 6 months absent, without the permission of the directors, from meetings of the directors held during that period; or

77.9 ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

78. At the first annual general meeting of the Company all the directors shall retire from office.

79. 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.

80. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall

(unless they otherwise agree among themselves) be determined by lot.

81. A retiring director shall be eligible for re-election.

82. The Company, at the meeting at which a director retires in any of the foregoing instances, may fill the vacated office by electing a person to it.

83. In default of the Company doing so, the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless: -

83.1 at such meeting it is expressly resolved not to fill such vacated office, or

83.2 a resolution for the re-election of such director has been put to the meeting and lost.

84. 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.

POWERS AND DUTIES OF DIRECTORS

85. The business of the Company shall be managed by its directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the constitution, required to be exercised by the Company in general meeting, but subject to:-

85.1 any regulations contained in this constitution;

85.2 the provisions of the Act; and

85.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.

86. However, no direction given by the Company in general meeting under Section 158 (1)(c) of the Act shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

87. Without prejudice to the generality of Regulation 86 of this constitution, Regulation 86 operates to enable, subject to a limitation (if any) arising under any of the subparagraphs 86.1 to 86.3 of it, the directors to exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.

88. The directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

89. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

90. Each cheque, promissory note, draft, bill of exchange or other negotiable instrument, and receipt for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors of

the Company shall from time to time by resolution determine.

REMUNERATION OF DIRECTORS

91. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under **Regulation 89**. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

PROCEEDINGS OF DIRECTORS

92. The directors of the Company may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

93. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

94. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

95. All directors shall be entitled to reasonable notice of any meeting of the directors but, if the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.

96. 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 Act 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.

97. The directors may elect a chairperson of the Board. The term for a Chairperson will be three years from the date of their election by the directors. If, at the end of this term, he or she is willing, then the current or retiring Chair can be re-elected by the Directors for a further term.

98. If no chairperson is elected, or, if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding it, the directors present may choose one of their number to act as interim chairperson of that meeting. The elected Chair may ask a director to act as an interim Chair for a specific meeting in advance, if the elected Chair is not available to attend that meeting.

99. The directors may establish one or more committees consisting of such member or members of the Directors and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.

100. The Directors may appoint the chairperson of any committee; if no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

101. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

102. A resolution in writing signed by all the directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the

directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held. The resolution may consist of several documents in like form each signed by one or more directors and for all purposes shall take effect from the time that it is signed by the last director.

103. A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and: -

103.1.1 a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

103.1.2 such a meeting shall be deemed to take place: -

104.2.1 where the largest group of those participating in the conference is assembled;

104.2.2 if there is no such group, where the chairperson of the meeting then is;

104.2.3 if neither subparagraph 104.2.1 or 104.2.2 applies, in such location as the meeting itself decides.

104. It shall be the duty of a director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest at a meeting of the directors of the Company in accordance with Section 231 of the Act.

105. Subject to the other provisions of the Act, a director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.

MINUTES OF PROCEEDINGS OF DIRECTORS

106. The Company shall cause minutes to be entered in books kept for that purpose of: -

106.1.1 all appointments of officers made by its directors;

106.1.2 the names of the directors present at each meeting of its directors and of any committee of the directors;

106.1.3 all resolutions and proceedings at all meetings of its directors and of committees of directors.

107. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

ALTERNATE DIRECTOR

108. Any director (the "appointer") of the Company may from time to time appoint any other director of it or, with the approval of a majority of its directors, any other person to be an alternate director (the "appointee") as respects him or her in accordance with Section 165 of the Act.

SECRETARY

109. The Company shall have a secretary, who may be one of the directors.

110. The secretary shall be appointed by the directors of the Company for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

111. The directors of the Company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties.

112. 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.

COMPANY SEAL

113. The Company may, have for use in any place abroad an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

114. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be

114.1 signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and

114.2 be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS AND FINANCIAL STATEMENTS

115. The Company in accordance with Section 281 of the Act shall keep or cause to be kept adequate accounting record which are those that are sufficient to: -

115.1 correctly record and explain the transactions of the Company,

115.2 enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,

115.3 enable the directors to ensure that any financial statements of the Company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation, and

115.4 enable those financial statements of the Company so prepared to be audited.

116. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one period to the next; if those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

117. Subject to Section 283(2) of the Act, the Company's accounting records shall be kept at its registered office or at such other place as the directors think fit.

118. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records

of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this constitution or authorised by the Directors or by the Company in general meeting.

119. The directors of the Company shall, in respect of each financial year, lay before the Company in general meeting copies of: -

- 119.1 the statutory financial statements of the Company for the financial year,
- 119.2 the directors' report, including any group directors' report, for the financial year,
- 119.3 the statutory auditors' report on those financial statements and that directors' report.

120. Those financial statements and those reports of the directors and the statutory auditors for a financial year shall be so laid not later than 9 months after the financial year end date.

121. A copy of each of the documents specified in Regulation 120 concerning the Company there referred to shall be sent to: -

- 121.1 every member of the Company (but only if that person is entitled to receive notices of general meetings of the Company),
- 121.2 every holder of debentures of the Company (but only if that person is so entitled),
and
- 121.3 all persons, other than members or holders of debentures of the Company, who are so entitled, not less than 21 days before the date of the meeting of the Company at which copies of those documents are to be laid in accordance with Section 341 of the Act.

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

CIRCULATION OF FINANCIAL STATEMENTS

123. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Regulation 120 may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338(5)(c) of the Act may be sent to the member in accordance with Section 218 of the Act.

AUDIT AND AUDIT EXEMPTION

124. The directors of the Company shall arrange for the statutory financial statements of the Company for a financial year to be audited by statutory auditors unless the Company is entitled to, and chooses to avail itself of, the audit exemption.

125. One or more statutory auditors shall be appointed in accordance with Section 380 to 385 of the Act for each financial year of the Company.

INDEMNITY

126. Every officer of the Company:

- 126.1 shall be entitled to be indemnified out of the assets of the Company against all losses

or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under Sections 233 or 234 of the Act in which relief is granted to him or her by the court.

126.2 shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This **Regulation 127.2** shall have effect only in so far as its provisions are not void under Section 235 of the Act.