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COMPANIES ACT

1963 TO 2013



4429052

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION**

**OF**

**BARNARDOS - REPUBLIC OF IRELAND COMPANY LIMITED BY GUARANTEE**

(As amended by special resolution dated 6 July 2016)

1. The name of the Company is "Barnardos — Republic of Ireland Company Limited by Guarantee". The use of the name "Barnardos" is licensed by Barnardo's, a company registered in England with registration number 61625 and having objects similar to the objects of the Company. Barnardo's written approval is required for any resolution to alter the name of the Company or this provision.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The Company is established for the following main objects:
  - (1) providing support for children, young people and families in need;
  - (2) promoting and providing assistance towards the education of children and young people in social or economic disadvantage;
  - (3) to provide services for and promote and advance the welfare of children, young people and their families whose lives have been affected by economic, social or other disadvantage or loss;
4. In furtherance of the main objects, the Company shall have the following powers:—
  - (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or desirable and to construct, alter and maintain any buildings or erections necessary or beneficial to the purposes of the Company and to provide the same with all or any of the necessary and proper fixtures, furniture, apparatus, appliances and accommodations and to make all such provisions as shall be deemed expedient.
  - (b) To sell, let, mortgage, license or make available, dispose of or turn to account all or any of the property or assets of the Company or any rights emanating from its ownership of them as may be thought expedient with a view to the furtherance of its objects.
  - (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects; and to participate in any charitable trusts connected with or calculated to further the objects of the Company.

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- (d) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company, having objects altogether or in part similar to those of this company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company.
  - (e) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit; to enter into agreements to acquire goods of any kind for its own use on such terms of credit, deferred credit or hire purchase agreement or other arrangement as may be considered advantageous to the Company.
  - (f) To undertake or organise money raising and selling schemes, public and private appeals, the sale of products, the preparation and sale of publications and training activities provided always that such activities are ancillary to the proper and adequate support and education of children or young people.
  - (g) To invest the moneys of the Company not immediately required for any of its purposes in or with such concerns, securities or property as may be thought fit, subject nevertheless 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.
  - (h) To purchase and acquire the assets and funds of or to establish and support or assist in the establishment and support of any charitable associations or institutions or to contribute by way of grant for research, investigation or experiment or to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
  - (i) To make all reasonable and necessary provisions for the payment of pensions, superannuation and payment of death benefits to or on behalf of employees and their spouses and other dependants.
  - (j) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
  - (k) To undertake and carry on research of any kind whatsoever into all or any of the areas which are in any way connected with the purposes of the Company or calculated to further all or any of its objects.
  - (l) To do all such other things as are incidental or conducive to the attainment of the said objects or any of them.

provided that:-

- (i) 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;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. The liability of the members is limited.

6. The income and property of the Company shall be applied solely towards the promotion if 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 1% above the Euro Interbank Offered Rate (Euribor) 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;
  - (f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (as for the time being amended, extended, or replaced).
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the 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 amongst themselves, such amount as may be required not exceeding €1.27.
8. 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. 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 imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
9. The Company must ensure that the Charities Regulator has a copy of its most recent Memorandum of Association. If it is proposed to make an amendment to this Memorandum of Association 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.

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

We the several persons whose names and addresses are subscribed are desirous of *being* formed into a Company in pursuance of this Memorandum of Association.

**Names, Addresses and Descriptions of Subscribers**

1. Anne McKenna,  
Glenstal Close,  
Westminster Road,  
Dublin 18  
Psychologist

2. Joseph Robins,  
52 Parkmore Drive,  
Dublin 6.  
Retired Civil Servant

3. Kenneth Milne,  
The Board of Education of the General Synod,  
Church of Ireland House,  
Church Avenue,  
Rathfarnham,  
Dublin 6.  
Company Director

4. Teresa Anne Baring,  
4 Lansdowne Crescent,  
London W11 1NH,  
England.  
Company Director

5. Oliver Golding Fry  
Ravenswood Lodge,  
Bunclody,  
Co. Wexford,  
Solicitor

6. Bonita Scott  
31 Springfield Road  
Templeogue  
Dublin 6  
Company Director

7. Caroline Barnardo  
c/o J.M. Barnardo & Sons  
108 Grafton Street  
Dublin 2  
Company Director

Dated this 28th day of February 1989

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Witness to the above seven signatures

Gerard Halpenny  
First Floor,  
Fitzwilton House,  
Wilton Place,  
Dublin 2.  
Solicitor

**BARNARDOS —REPUBLIC OF IRELAND COMPANY LIMITED BY  
GUARANTEE**

**ARTICLES OF ASSOCIATION**

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

ARTICLES OF ASSOCIATION  
OF  
BARNARDOS - REPUBLIC OF IRELAND COMPANY LIMITED BY  
GUARANTEE

(As amended by special resolution dated 6 July 2016)

PART 1 - PRELIMINARY

1. Interpretation

(a) In these Articles the following expressions shall have the following meanings:

“Act”	the Companies Act, 2014 including any statutory modification or re-enactment thereof for the time being in force;
“Articles”	these Articles of Association as amended from time to time;
“Auditors”	the statutory auditors for the time being of the Company;
“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Company”	means Barnardos – Republic of Ireland Company Limited by Guarantee;
“Directors”	means the directors for the time being of the Company;
“Member”	a member of the Company admitted to membership of the Company in accordance with these Articles from time to time;
“Register”	the register of members to be kept as required by the Act;
“Secretary”	any person appointed to perform the duties of the Secretary of the Company, including an assistant or deputy secretary.

(b) 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. The expression “executed” shall include any mode of execution under seal or under hand.

- (c) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- (d) The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

## PART II - MEMBERSHIP

### 2. Number of Members

The number of Members with which the Company proposes to be registered is 100, but the Directors may from time to time register an increase of Members.

### 3. Members

Such persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

#### MEMBERS

Members shall include persons who were “Ordinary Members” of the Company prior to the adoption of these Articles and, subject as set out below, such other persons of good character as are prepared to undertake to pay the sum of €1.27 into the funds of the Company in the event of its being wound up.

Any person being desirous of being enrolled as a Member shall make application in writing in the following form:-

#### BARNARDOS - REPUBLIC OF IRELAND COMPANY LIMITED BY GUARANTEE APPLICATION FOR MEMBERSHIP

I desire to be enrolled as a member of the above Company and to have my name placed on the Register of Members.

I declare that I support the purpose and objects of the Company which are as follows:-

#### The Purpose

To promote the work of Barnardos

#### The Main Objects

- (1) Providing support for children, young people and families in need;
- (2) Promoting and providing assistance towards the education of children and young people in social or economic disadvantage;
- (3) To provide services for and advocate on behalf of children, young people and their families whose lives have been affected by economic, social or other disadvantage or loss;

I agree to be bound by the Memorandum and Articles of Association for the time being and in the event of the Company being wound up during the period of my membership or within one year thereafter to contribute a sum not exceeding €1.27 in accordance with the said Memorandum and Articles of Association.

Dated:

Signature:

Full Name (Block Letters):

Address:

Occupation or Profession:

The Directors may in the exercise of its absolute discretion and without giving any reason, decide to admit or decline to admit the enrolment of any applicant.

An application on being accepted shall be recorded in the Register.

4. Termination of Membership

The Directors shall have power to terminate the membership of any Member for any reason which it need not disclose, whereupon the Directors shall delete the name of such member from the Register and notify in writing by ordinary post the termination of his membership and such person shall cease to be a Member.

5. Retirement of Members

Any Member may at any time resign his or her membership by serving notice in writing to that effect on 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. At the first meeting of the Directors after receipt of such notice his name shall be removed from the Register and he shall cease to be a Member.

### PART III - GENERAL MEETINGS

6. Annual General Meetings

The Company shall in each calendar year hold a general meeting to be known as an annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.

The annual general meeting shall be held at such time and place as the Directors shall appoint.

The Directors shall have power to invite or admit to the general meetings such persons not being Members as they shall think proper and upon such terms as they shall deem expedient.

7. Extraordinary General Meetings

All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. Convening General Meetings

The Directors may whenever they deem fit convene general meetings. Extraordinary general meetings may also be convened on such requisition, or in default, may be convened by such requisitionists and in such manner as may be provided by 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 may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

9. Notice of General Meetings

Every general meeting shall be called by not less than twenty-one days notice in writing at 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 or in such other manner if any as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company.

Any document completed by the Auditors and members permitting of the calling of a meeting on shorter notice than required by Sections 181 and 191 of the Act (and the holding of such meeting) may consist of several documents in the like form each signed by one or more of the aforementioned parties for the time being entitled to receive notice of meetings of the Members

10. Omissions

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

11. Written Resolutions

(a) Subject to Section 193 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised 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.

(b) Any resolution of the type referred to in paragraph (a) above may consist of several documents in the like form, each signed by one or

more of the Members entitled to receive notices of meetings of the Members.

#### PART IV — PROCEEDINGS AT GENERAL MEETINGS

12. Business of General Meetings

All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Directors and of the Auditors, the election or re-election of the Directors and the appointment, and the fixing of the remuneration of the Auditors.

13. Quorum for General Meetings

(a) No business other than the appointment of a Chairman shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as provided in relation to an adjourned general meeting, three Members personally present shall be a quorum.

(b) If such a quorum is not present within half an hour from the time appointed for the general meeting, or if during a meeting a quorum ceases to be present, the general meeting, if convened on 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 time and place as the directors may determine. If at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

14. Determination of Resolutions

(1) 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).

(2) A demand for such a poll may be made by—

(a) the Chairman of the meeting;

(b) at least 3 members present in person or by proxy; or

(c) 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.

(3) A demand for such a poll may be withdrawn by the person or persons who have made the demand.

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- (4) 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 sub-articles (2) and (3), a demand by a person as proxy for a member shall be the same as a demand by the member.

Unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

15. Right of Auditors to Attend General Meetings

The Auditors shall be entitled to attend any general meeting and to be heard on any part of the business of the meeting which concerns them as the Auditors.

16. Adjournment of General Meetings

The Chairman may, with the consent of a meeting at which a quorum is present adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting.

17. Chairman of General Meetings.

The Chairman of the board of Directors shall be Chairman of the general meetings. In the absence of the Chairman, the Members present shall choose a Director, or if all the Directors present decline to take the Chair, they shall choose a Member present to be the Chairman of the meeting.

18. Taking of a Poll

- (a) A poll shall be taken at such time and place, and in such manner as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll. The demand for a poll shall not prevent the continuance of a meeting for the transaction of

any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- (c) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting in respect of which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

19. Votes of Members

- (a) Subject as otherwise herein provided, every Member shall have one vote only, and unless objection be made in due time to the validity of any vote at the Meeting at which it is tendered every vote not then and there disallowed shall be valid for all purposes and the Chairman shall be the sole and absolute judge of the validity of any vote tendered.
- (b) No Member other than a Member duly registered, who shall have paid all sums due and payable to the Company in respect of his Membership, shall be entitled to vote on any question either personally or by proxy at any general meeting.
- (c) 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 shall have more than one vote.

20. Chairman's Casting Vote

Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman, shall be entitled to a casting vote in addition to any other vote he may have.

21. Proxy Voting

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his duly authorised attorney. A proxy need not be a Member.

22. Deposit of Proxy Instruments

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially or otherwise lawfully certified copy thereof shall be deposited at the registered office of the Company not less than forty-eight hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Provided that:-

- a) in the case of a meeting which is adjourned to, or a poll which is to be taken on a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it

shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid, is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and

- b) an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

Notwithstanding any other provision of this Article, no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

23. Effect of Proxy Instruments

Deposit of an instrument of proxy in respect of a meeting shall not preclude a Member from attending and voting at the meeting or at any adjournment thereof. The instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the Meeting as for the meeting to which it relates.

24. Effect of Revocation of Proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation or determination of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

25. Proxy Instrument Form

Any instrument appointing a proxy shall be in the following form as near thereto as circumstances will admit:-

” I  
“of  
“a member of Barnardos — Republic of Ireland Company Limited by  
Guarantee  
“hereby appoint  
“of  
“and failing him  
“of  
“to vote for me and on my behalf  
“at the (Annual or Extraordinary  
“or Adjourned, as the case may be)  
“General Meeting of the Company  
“to be held  
“on the day of  
“and at every adjournment thereof.  
“As witness my hand this day of 20[ ].”



26. Proxy Instrument (Designated)

Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“I  
“of  
“an Ordinary Member of Barnardos — Republic of Ireland Company Limited  
by Guarantee  
“hereby appoint  
“of an  
failing him  
of  
“to vote for me and on my behalf  
“at the (Annual or Extraordinary  
“or Adjourned, as the case may be)  
“General Meeting of the Company  
“to be held  
“on the day of  
“and at every adjournment thereof.  
“As witness my hand this day of 20[ ].”

This form to be used \*in favour of/against the resolution.

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

\*Strike out whichever is not desired.

PART V- DIRECTORS

27. Number of Directors

- (a) The number of Directors shall not exceed 20 and not be less than 6.
- (b) The Members shall be entitled at any time and from time to time and at general meeting to appoint any person to be a Director (but so that the maximum number of Directors fixed in accordance with paragraph (a) of this Article shall not be exceeded), to determine the period for which such person is to hold office and to remove any Director from office.

28. Additional Appointment

The Directors may from time to time and at any time appoint any person as a Director, provided that the prescribed maximum number of Directors be not thereby exceeded. Any Director so appointed shall retain his office only until the end of the first annual general meeting next after the date of his appointment. The Director shall then be eligible for re-election as a Director in accordance with and subject to the provisions of Article 37.

29. Paid Officers

No paid officer of the Company shall serve as a Director nor have power of voting but such officer shall, if required to do so, attend any meeting of the Directors to furnish information. A paid officer of the Company may serve on any committee or sub-committee and have power of voting if the Directors shall expressly resolve that such officer or the holder for the time being of a particular office shall be a member of such committee or sub committee.

PART VI - POWERS AND DUTIES OF THE DIRECTORS

30. Directors Powers

Subject to the provisions of the Acts, the Memorandum of Association of the Company and these Articles and any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum of Association of the Company or of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

31. Power to Delegate

The Directors may delegate any of their powers to any Director and to any committee consisting of one or more Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked. Subject to any such conditions, the proceedings of a committee with two or more Directors shall be governed by the provisions of these Articles regulating the proceedings of the Directors so far as they are capable of applying.

32. Appointment of Attorneys

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 power of attorney may contain such provisions for the protection 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.

33. Local Management

The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration and may delegate to any committee, local board or agent any of

the powers, authorities and discretions vested in the Directors with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith without notice of any such annulment or variation shall be affected thereby.

34. Instruments

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, in such manner as Directors shall from time to time by resolution determine.

35. Books of the Company

The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and any committees of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and any committees of the Directors.

Every Director present at any meeting of the Directors shall sign his name in a book to be kept for that purpose. Minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

36. Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its property.

PART VII - APPOINTMENT, RETIREMENT AND DISQUALIFICATION OF DIRECTORS

37. Retirement by Rotation

- (a) Any Director who was appointed in general meeting shall retire at the end of the third annual general meeting next following such appointment (the "First Term") but shall be eligible for re-election for one further term (the "Second Term") only, such term beginning at the end of the annual general meeting at which he retires and ending at the end of the third annual general meeting next following such re-election.
- (b) Any Director who has been co-opted in accordance with Article 28 since the previous annual general meeting shall retire at the end of the annual

general meeting next following such appointment and shall be eligible for re-election for two, but no more than two, further terms. For the purposes of this Article 37(b), "term" shall mean a period beginning at the end of an annual general meeting at which a director retires and is re-elected as a director (where the director is eligible for re-election) and ending at the end of the third annual general meeting next following such re-election.

- (c) Subject to the provisions of Article 37(a) and (b), a Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not reappointed (or deemed to be re-appointed pursuant to Article 38) he shall retain office until the meeting appoints someone in his place or, if it does not do so until the end of the meeting.

38. Deemed Reappointment

If the Company, at the meeting at which a Director retires by rotation does not fill the vacancy, the retiring Director shall, if willing to act be deemed to have been re-appointed, unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost or unless the Director has already acted as a Director for a First Term and Second Term (within the meaning of Article 37(a)) or two terms (within the meaning of the word "term" as set out in Article 37(b)) .

39. Eligibility for Appointment

No person other than a Director retiring by rotation shall be appointed a Director at any general meeting unless he is recommended by the Directors or not less than fourteen nor more than twenty-one clear days before the date appointed for the meeting notice executed by a Member has been given to the Company of the intention to propose that person for appointment stating with respect to such person to be proposed the particulars which would, if he were so appointed be required to be included in the Register of Directors together with notice executed by that person of his willingness to be appointed.

40. Removal

In addition to and without prejudice to the provisions of Sections 146 and 1198 of the Act, the Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead: but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

41. Disqualification

The office of Director shall be vacated if the Director:

- (a) holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- 
- (c) becomes prohibited from being a director of a company by reason of any order made under Part 14 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 231 of the Act; or
  - (g) has not attended a meeting of Directors for twelve months unless prior leave of absence has been obtained.

#### PART VIII – VOTING ON CONTRACTS

42. Voting on Contracts

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### PART IX - PROCEEDINGS OF DIRECTORS

43. Meetings of Directors

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director, with the prior consent of the Chairman may, and the Secretary on the requisition of at least three Directors shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the State

A meeting of the Directors may, subject to notice thereof having been given to each Director, be for all purposes deemed to be held when one or more Directors is or are in communication by telephonic or audiovisual means, or by such similar means now existing or as may be devised so as to allow Directors to speak, hear and to be heard by each other, and all of the said Directors agree to treat the meeting as so held, provided that the number of the Directors constitutes a quorum of the Board, and a resolution passed by a majority of the Directors shall be as valid as it would have been if passed by them at an actual meeting duly convened and held. A Director participating at a meeting of the Directors by means of telephonic or audiovisual communication, or by such similar means now existing or as may be devised, shall not be entitled to disengage from such means of communication without first obtaining the express consent of the Chairman of the meeting.

44. Quorum

The quorum necessary for the transaction of the business of the Directors may be fixed by Directors and unless so fixed shall be three.

45. Continuing Directors

The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by and pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act only for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company for that purpose.

46. Election of Chairman and Vice-Chairman and Treasurer

- (a) At the first meeting of the Directors following the annual general meeting the Directors shall if necessary elect a chairman and a vice-chairman. The chairman shall hold office until the end of the third annual general meeting next following his appointment and shall be eligible for reappointment for one (but only one) similar term of office. The vice-chairman shall hold office until the end of the third annual general meeting next following his appointment and shall be eligible for reappointment for one (but only one) similar term of office. If at any meeting of the Directors the chairman is not present within five minutes after the time appointed for holding same, the vice-chairman will act in his place and if the vice-chairman is also not present, the Directors present may choose one of their number to be chairman of that meeting.
- (b) At the first meeting of the Directors following the annual general meeting the Directors shall if necessary elect a person to act as treasurer (the "Treasurer"). The Treasurer shall hold office until the end of the third annual general meeting next following his appointment and shall be eligible for reappointment for one (but only one) similar term of office.

47. Exercise of Power and Appointment of Chief Executive Officer

- (a) A Meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.
- (b) The Directors shall appoint a Chief Executive Officer of the Company, upon such conditions as to tenure of office and remuneration as they decide. He or she shall be, chief executive officer of the Company, and, subject to these Articles, responsible for the management and control of the Company's organisation and administrative affairs, employees, its general development and expansion and the carrying out of decisions of the Directors. He or she shall be entitled to attend and speak, but not to vote, at every meeting of the Directors and sub-committees of the Directors.

48. Delegation

The Directors may delegate any of its powers to committees consisting of such Directors as it thinks 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. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.

49. Sub-Committees

Sub-committees, local committees and working parties may be set up by the Directors for specific purposes as necessary and such committees shall designate the Chairmen thereof. All committees shall report their proceedings to the Directors.

50. Acts of the Board of Directors

All acts done by any meeting of the Directors, or by any person acting as a Director shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a Director.

51. Resolutions in Writing

A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board of Directors or of a committee of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

52. Committee Meetings

A committee shall fix the times of its meetings at its own discretion. Decisions shall be determined by the votes of members. In the case of an equality of votes, the chairman shall have a casting vote.

PART X - THE SECRETARY

53. Appointment of Secretary

The Secretary shall be appointed by the Directors 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.

54. Acts of Secretary

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 a Director and as, or in place of, the

Secretary. The Directors may from time to time by resolution appoint a deputy Secretary or an assistant to the Secretary and any person so appointed shall carry out the duties of the Secretary if there be no Secretary or no Secretary capable of acting.

#### PART XI - THE SEAL

55. Use of Seal

The Directors shall ensure that the common seal of the Company shall only be used by the authority of Directors or of a committee authorised by the Directors.

56. Signature of Sealed Instruments

Every instrument to which the common seal shall be affixed shall be signed by a Director and shall also be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### PART XII - ACCOUNTS

57. Books of Account

The Directors shall cause adequate accounting records to be kept that are sufficient to:-

- (a) correctly record and explain the transactions of the Company,
- (b) enable, at any time, the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy,
- (c) enable the directors to ensure that any financial statements of the Company and any Directors' report required to be prepared under the Act comply with the requirements of the Act and, where any other applicable law and regulation, and
- (d) enable those financial statements of the Company so prepared to be audited.

58. Location of Books of Account

The books of account shall be kept at the registered office of the Company, or, subject to Section 283 of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

59. Inspection of Books of Account

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 accounts and books of the Company or any of them shall be open to the inspection of Members, and no Member (not being a director) shall have any right of inspecting any account book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.



60. Submission of Documents to Annual General Meeting

At the annual general meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to date not more than nine months before such meeting, together with proper balance sheets made up as at the same date. Every such balance sheet shall be accompanied by the reports of the Directors and the Auditors thereon and copies of such account, balance sheet and reports (all of which shall be in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty—one clear days before the date of the Meeting, subject nevertheless to the provisions of Sections 338 and 1219 of the Act be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

PART XIII - AUDIT

61. Annual Audit.

Once at least in every calendar year the financial statements and directors' reports of the Company shall be examined by the Auditors who will prepare a report on same in accordance with the requirements of the Act.

62. Auditors

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

PART XIV — NOTICES

63. Notices in Writing

Any notice to be given, served or delivered pursuant to these Articles shall be in writing.

64. Service of Notices

(a) A notice or document (including a share certificate) to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any Member:

- (i) by handing same to him or his authorised agent;
- (ii) by leaving the same at his registered address;
- (iii) by sending the same by the post in a pre-paid cover addressed to him at his registered address; or
- (iv) by sending the same by e-mail to the e-mail address of the Member notified to the Company for such purpose

- (b) Where a notice or document is given, served or delivered pursuant to subparagraph (a) (i) or (ii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the Member or his authorised agent, or left at his registered address (as the case may be)
- (c) Where a notice or document is given served or delivered pursuant to subparagraph (a) (iii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted
- (d) Where a notice or document is given served or delivered pursuant to subparagraph (a) (iv) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after dispatch. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and e-mailed to the e-mail address of the recipient Member notified to the Company for such purpose.

65. Deemed Receipt of Notices

A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

PART XV - DISSOLUTION

66. Dissolution

Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

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**Names, addresses and descriptions of subscribers:**

1. Anne McKenna,  
Glenstal Close,  
Westminster Road,  
Dublin 18

2. Joseph Robins,  
52 Parkmore Drive,  
Dublin 6.  
Retired Civil Servant

3. Kenneth Milne  
The Board of Education of the General Synod,  
Church of Ireland House,  
Church Avenue,  
Rathfarnham,  
Dublin 6.  
Company Director

4. Teresa Anne Baring  
4 Lansdowne Crescent,  
London W11 1NH  
England.  
Company Director

5. Oliver Golding Fry  
Ravenswood Lodge,  
Bunclody,  
Co. Wexford,  
Solicitor

6. Bonita Scott  
31 Springfield Road  
Templeogue  
Dublin 6  
Company Director

7. Caroline Barnardo  
c/o J.M. Barnardo & Sons  
108 Grafton Street  
Dublin 2  
Company Director