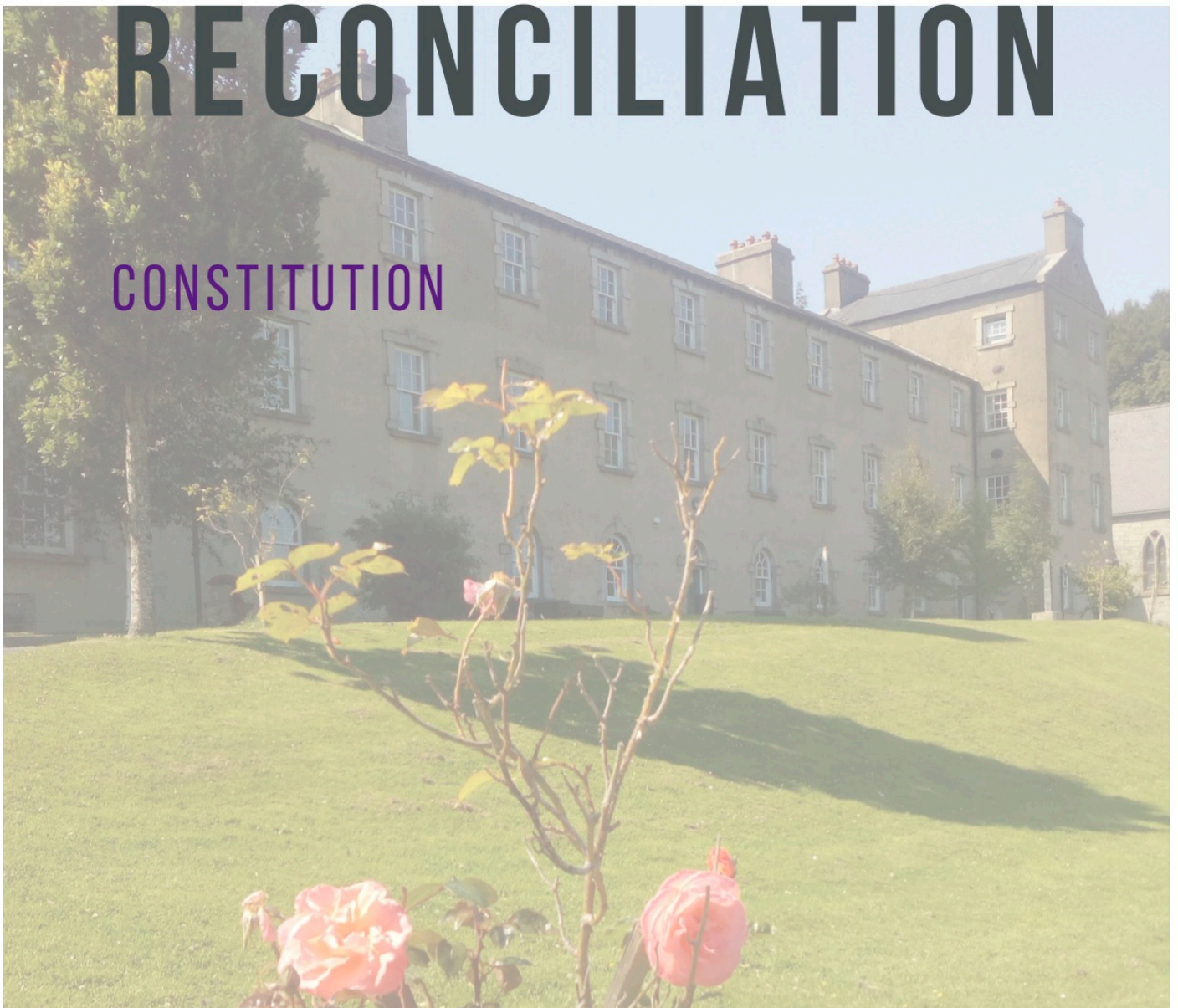


GLENCREE CENTRE FOR PEACE & RECONCILIATION

CONSTITUTION



COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

THE GLENCREE CENTRE FOR PEACE AND RECONCILIATION

MEMORANDUM OF ASSOCIATION

1. The name of the Company is: The Glencree Centre for Peace and Reconciliation Company Limited by Guarantee.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

MAIN OBJECTS

3. The main objects for which the Company is established are to promote the general good of the community in the Republic of Ireland and elsewhere by pursuing any objects deemed by law to be charitable, and in furtherance thereof, but not further or otherwise, the Company may:
 - 3.1 Foster mutual respect, tolerance and understanding between individuals or groups in conflict. Assist, encourage and undertake activities which will promote understanding, justice and reconciliation between individuals or groups involved in conflict, be it national or international, be it economic, political, racial, religious or other kind;
 - 3.2 Assist, encourage and undertake research into the causes of conflict and into effective methods of resolving conflict, assist, encourage, undertake and divulge, educational programmes which will seek to inform people of the causes of conflict and of non-violent methods of solving such conflicts. Hold seminars, symposiums and debates, meetings and discussions and pay instructors, lecturers, organisers and other necessary persons and provide all necessary and proper clothing, Directors lodging and medical and surgical attendance, appliances, nursing and comforts as may be necessary or desirable in connection with the promotion of any of the objects or purposes of the Company;
 - 3.3 Establish a permanent centre for the provision of facilities for people living under conflict and for the provision of other facilities in furtherance of the objects of the Company;

- 3.4 Provide facilities for the training and education of laymen and women of every tradition to play a responsible and effective part in society and for retreat, readjustment and renewal and for providing a medium for and encouraging the general and positive application in terms of conduct and service in the community with the principle of reconciliation; and
- 3.5 Assist and supplement the work of statutory authorities, voluntary organisations, associations and groups concerned with special problems arising from conflict of any kind and arising from unemployment, poverty or distress, the improvement of health or physical wellbeing, the advancement of education, the promotion of service, the furtherance of urban and rural renewal and the social, cultural and economic development of the community.

POWERS

- 4. 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 Objects and which powers may only be exercised in promoting the Main Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the main objects:
 - 4.1 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 Objects, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;
 - 4.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts;
 - 4.3 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 Objects;
 - 4.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid;
 - 4.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind;
 - 4.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Objects;
 - 4.7 Subject to Clause 5, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Objects;

- 4.8 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. 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;
- 4.9 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;
- 4.10 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 Objects and to vary investments;
- 4.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Objects;
- 4.12 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;
- 4.13 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;
- 4.14 To invest in such ways as shall seem desirable to the Directors, any monies of the Company not immediately required for the use in connection with its Main Objects and to place any such monies 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;

- 4.15 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;
- 4.16 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;
- 4.17 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;
- 4.18 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);
- 4.19 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;
- 4.20 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;
- 4.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally;
- 4.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Objects 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;

- 4.23 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 5 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;
- 4.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland;
- 4.25 To pay all expenses of and incidental to the incorporation and establishment of the Company;
- 4.26 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 Objects;
- 4.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Objects;
- 4.28 To establish and maintain links with international and national organisations having similar objectives;
- 4.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Objects; and
- 4.30 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.

INCOME AND PROPERTY

5. The income and property of the Company shall be applied solely towards the promotion of Main Objects 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. 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:
 - 6.1 reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - 6.2 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;
 - 6.3 reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - 6.4 reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - 6.5 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; and
 - 6.6 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).

ADDITIONS, ALTERATIONS AND AMENDMENTS

7. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution.
8. No alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force:
 - 8.1 unless in the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments have been previously submitted to and approved in writing by the Charities Regulatory Authority; and
 - 8.2 which would contravene Section 1180 of the Companies Act 2014.

WINDING UP

9. 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 5 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.

LIMITED LIABILITY

10. The liability of the members is limited.

UNDERTAKING TO CONTRIBUTE

11. 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

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

11.2 the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The “**Company**” means the above named Company.

The “**Directors**” means the members for the time being of the Directors of directors of the Company and “**Director**” shall be construed accordingly.

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

The “**Seal**” means the Common Seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. For the purposes of registration, the number of members with which the company proposes to be registered is one hundred (100) but the Company may from time to time register an increase of members.
3. The members of the Company shall be the subscribers to the Constitution of the Company and any person or body corporate who:
 - 3.1 having satisfied the Directors that s/he subscribes to the objects of the Company set out in Clause 3 of the Memorandum of Association; and
 - 3.2 having satisfied the Directors that s/he accepts the pluralist and inclusive character of membership of the Company; or
 - 3.3 being a body corporate, its membership of the Company does not cause the total number of bodies corporate which are members of the Company to exceed 25% of the membership of the Company; and
 - 3.4 having applied to the Directors for membership of the Company and been accepted as a member of the Company in accordance with Article 3; and

- 3.5 has paid the Company's annual membership fee; and
- 3.6 whose names and addresses are entered in the Company's register of members.
4. Applications for membership of the Company shall be made in writing to the Directors. An applicant must be proposed and seconded by two members of the Company. The applicant shall be accepted as a member by resolution of not less than two-thirds of the Directors present.
5. A person shall cease to be a member on his/her death or upon his/her resignation or, being an individual, upon the Directors resolving that in the opinion of the Directors s/he has not accepted the pluralist and inclusive character of membership of the Company. The rights and privileges of a member of the Company shall not be transferable and shall cease on the member's death or resignation or removal from membership.
6. Notwithstanding the provisions of Article 3, the Directors shall have power to remove from membership any member who shall have done any act which in the opinion of the Directors, is detrimental to the interests of the Company or calculated to hinder or obstruct the promotion of the objects of the Company. The resolution requiring such removal of a member shall be passed at a specially convened meeting of the Directors and any member whose name is so removed shall thereupon cease to be a member and shall not have any redress against the Company or any Director.
7. Any financial obligation of the member to the Company shall survive membership until discharged.
8. The Directors may set an annual membership fee for members and associate members of the Company and, if so doing, shall notify members annually of the due date for payment. Members shall not exercise voting rights unless and until their current membership fee is paid. Where the annual fee has not been paid the Directors may remove the member from the Company and the Register of Members.

GENERAL MEETINGS

9. The Company shall hold an Annual General Meeting ("AGM") each year in addition to any other meetings in that year. Not more than fifteen (15) months shall elapse between the date of one AGM and that of the next.
10. The AGM shall be specified as such in the notices calling it and shall be held at such time and at such place as the Directors shall decide.
11. General meetings other than AGMs shall be called Extraordinary General Meetings ("EGM") and may be held at such time and place as the Directors shall decide.
12. The Directors may, whenever it thinks fit, convene an Extraordinary General Meeting.

13. An EGM shall be convened within twenty-one (21) days of a request, specifying the purpose signed by one or more members holding, or together holding, not less than 10 percent of the total voting rights of all the members. Where such meeting is not convened by the Directors within 2 months, it may be convened by the same members in the same manner as nearly as possible as that in which meetings may be convened by the Directors. Such meetings must be held within 3 months of the requisition date.
14. If the membership of the Directors falls below the quorum of 3, any Director or 5 percent of the Company's membership may convene an EGM for the purposes of electing a quorate Directors.

NOTICE OF GENERAL MEETINGS

15. In compliance with Section 181(1) of the Act:
 - 15.1 An AGM shall be called by at least twenty-one (21) clear days' notice in writing;
 - 15.2 An EGM (other than a meeting for passing a special resolution) shall be called by at least 7 days' notice in writing.
 - 15.3 An EGM called for the passing of a special resolution shall be called by at least twenty-one (21) clear days' notice in writing;
16. In the case of a proposed special resolution, the text or substance of that proposed special resolution; and with reasonable prominence a statement that:
 - 16.1 a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - 16.2 a proxy need not be a member; and
 - 16.3 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.
17. Any notice required to be given by the Company to any person (the "**Recipient**") under this Constitution may be given by means of delivery, post, facsimile, electronic mail (including email) or any other means of communication (including electronic communication) approved by the directors, to the address or number of the Recipient notified to the Company by the Recipient in writing, for such purpose (or, if not so notified, then to the address or number of the Recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the Recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post and at the expiration of 12 hours after despatch in the case of facsimile, electronic mail (including email) or other method of communication approved by the directors.

- 17.1 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting. 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.
18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business transacted at an EGM and at an AGM shall be deemed special business with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment and remuneration of the auditors.
20. No business shall be transacted at any general meeting unless a quorum of members of the Company is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 5 members of the Company, who must be present in person or by proxy, shall be a quorum.
21. If within an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Directors or members of the Company, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present shall be a quorum.
22. The Chairperson, if any, of the Directors shall preside as Chairperson at every General Meeting of the Company. If there is no such Chairperson, or if s/he is not present within thirty (30) minutes after the time at which a quorum is present or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
23. If at any meeting no Director is willing to act as Chairperson or if no Director is present within thirty (30) minutes after the time at which a quorum is present, the members of the Company present shall choose one of their number to be Chairperson of the meeting.
24. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at a meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairperson; or
 - (b) by at least three members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing not less than 10 percent of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has been carried unanimously or by a particular majority or lost on a show of hands and an entry to that effect in the book containing the minutes of the proceedings 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. A demand for a poll may be withdrawn.

26. Except as provided in Article 28, if a poll is demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. 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.
28. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
29. Subject to Section 193 of the Act, a resolution in writing signed by all the members of the Company 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. Any such resolution may consist of several documents in the like form each signed by one or more of the members of the Company (or their duly authorised representatives).

VOTES OF MEMBERS

30. Each member of the company shall have one vote and be entitled to vote at any General Meeting provided all monies immediately payable by him/her to the Company have been paid.
31. 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.

32. 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.
33. Votes may be cast by a proxy who need not be a member of the Company. The proxy shall be deemed to have the authority to demand or join in demanding a poll. The proxy shall be appointed in writing by the appointer or his/her authorised attorney; or if a proxy for a body corporate, under its seal or in writing by an authorised officer or attorney. The instrument appointing a proxy shall be deposited at the Company's office or other place specified in the notice of meeting before the time of the meeting or adjourned meeting at which the proxy proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the poll; in default, the instrument of proxy shall not be treated as valid. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed if no intimation in writing of such death, insanity or revocation is received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
34. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in Section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
35. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

The Glencree Centre for Peace and Reconciliation (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			

3			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member:.....			
Dated:.....			

DIRECTORS

36. The qualification for membership of the Directors shall be membership of the Company. Membership should reflect gender balance and skill across the Company's business.
37. The number of the Directors shall be not less than 6 and unless and until determined by the Company in general meeting, not more than twelve (12). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
38. 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 Article 40. 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.
39. The business of the Company shall be managed by the 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 these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
40. Without prejudice to Section 40 of the Act, 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.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by determine.
42. The Company shall cause minutes to be entered in books kept 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 of any committee of the Directors; and
- (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

ROTATION OF DIRECTORS

- 43. The term of office of a Director elected by members of the Company at the AGM is two years. A Director may normally serve up to a maximum of three consecutive terms at any one time. In exceptional circumstances, approved by members at an AGM, one-quarter of the Directors may serve a fourth term.
- 44. At least half of the elected Directors will retire from office at each AGM; the retiring members shall be agreed by the Directors and will include all those who have served a two-year term since their last election. Provided they have not served the maximum term, retiring Directors shall be eligible for re-election if they have attended two-thirds of the Directors meetings since the last AGM or the date of their appointment to the Directors (whichever is the later) or have been excused from so doing by the Directors , but not otherwise.
- 45. 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
- 46. The Company may by ordinary resolution at the AGM elect a person(s) to fill the vacated Directors office(s). Should the Company fail to fill the vacated Directors office(s) the retiring member(s), if willing to act, shall be deemed to have been re-appointed; unless it is expressly resolved not to fill such vacated office(s) or a resolution for the re-appointment of such member(s) has been put to the meeting and lost.
- 47. Those eligible to be elected to the Directors at an AGM are:
 - (a) a retiring Director;
 - (b) another person recommended by the Directors;
 - (c) a nominee proposed and seconded in writing to the company's office by two other members of the Company, along with the signed consent of the nominee, not less than seven clear days (nor more than forty five (45) days) before the AGM.
- 48. A motion for the appointment of 2 or more persons to the Directors by a single resolution shall not be put unless a resolution that it shall be so put has been first agreed to by the meeting without any vote against it.
- 49. The Directors may from time to time and at any time co-opt any person to be a Director to fill a vacancy or as an additional member provided that the total number of Directors shall not exceed the maximum number fixed by these Articles. Subject to the provisions of the Act, a Director so appointed must be confirmed by

the Company at the following AGM, failing which he will be deemed to have resigned from the Directors as of the date of that AGM. A person may be co-opted for up to two 1 year terms. Subject to the term limit in Article 43, a co-optee is eligible for election to the Directors at an AGM once the above mentioned one-year term(s) has/have expired.

50. The Company may, by ordinary resolution, of which extended notice has been given in accordance with the provisions of the Act, remove any Director before the expiry of his/her period of office notwithstanding anything in these Articles or in any agreement between the Company and such member and may, if thought fit, by ordinary resolution appoint another member of the Company in his/her stead.

DISQUALIFICATION OF DIRECTORS

51. The office of a Director shall be vacated if:
- (a) a receiving order be made against him/her, or s/he make any arrangement or composition with his creditors generally; or
 - (b) s/he become of unsound mind; or
 - (c) s/he be prohibited from being a Director by reason of any order made, or deemed to have been made, under Chapters 3, 4 or 5 of Part 14 of the Act; or
 - (d) s/he be absent from half the meetings of the Directors in any calendar year, without leave and the Directors resolve that his/her office be vacated; or
 - (e) s/he resign his office by notice in writing to the Company; or
 - (f) s/he be required in writing by the Directors to resign; or
 - (g) s/he ceases to be a member of the Company.
52. In addition to the circumstances set out in Section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of Charity trustee under Section 55 of the Charities Act, 2009.

POWERS OF ATTORNEY

53. The Company may empower any person, either generally or in respect of any specific matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

PROCEEDINGS OF THE DIRECTORS

54. The Directors may meet together for the dispatch of business, adjourn and otherwise their meetings as they think fit. The Directors shall meet at least once in

every 3 consecutive calendar months. The Secretary on the requisition of any 2 Directors shall, at any time, summon a meeting of the Directors.

55. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be 3.
56. 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.
57. If at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding it, the Directors present may choose one of their number to be of the meeting.
58. The Directors may delegate any of its powers to 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.
59. 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.
60. 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 a second or casting vote.
61. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
62. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
63. 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

- (a) 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
- (b) such a meeting shall be deemed to take place:
 - (i) where the largest group of those participating in the conference is assembled;
 - (ii) if there is no such group, where the chairperson of the meeting then is; or
 - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

BORROWING POWERS

64. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

OTHER COMMITTEES

65. The Directors may establish such other committees of Company members and non-Company invitees with special expertise as it deems necessary for the conduct of the Company's business. Any committee so formed shall conform to any regulations imposed on it by the Directors and shall account to the Directors for its activities.
66. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. When there is an equality of votes, any Chairperson shall have a second or casting vote.

SECRETARY

67. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
68. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

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

- (b) 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

- 70. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
- 71. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
- 72. 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 to inspect any financial statement or accounting record of the Company except as conferred by statute, this Constitution or as authorised by the Directors or by the Company in general meeting.
- 73. The Directors shall in accordance with the Act cause to be prepared and to be laid before the AGM of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the AGM of the Company.
- 74. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the AGM, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

- 75. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

- 76. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in Section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

INDEMNITY

77. Subject to the provisions of and so far as may be permitted by the Acts, every Director, Chairperson, chief executive officer, auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
- (b) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Company, insurance against any such liability as referred to in Section 235 of the Act.

Names, Addresses and Descriptions of Subscribers

Rachel M. Bewley	Landore, 167 Orwell Park, Rathgar, Dublin 14.	Company Director
Pauric Cannon	42 Dawson Street, Dublin 2.	Estate Agent
Dennis Cooke	11 Arranmore Road, Dublin 4.	Minister, Methodist Centenary Church, Leeson Park, Dublin 2.
John W. Morrow	76 Ballymun Ave, Dublin 11.	University and College Chaplain (TCD and others).
Brian Nelson	18 Marlborough Road, Glenageary, Co. Dublin.	Company Director
Eleanor Wicklow	Sea Grange, Sandycove, Co. Dublin.	Housewife.

Dated the 15th day of November, 1974

Witness to the above signatures:

Frank Purcell
49 Harcourt Street
Dublin 2.

Clergyman.

