

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE NOT HAVING A**  
**SHARE CAPITAL CONSTITUTION**  
**OF**  
**MY LEGACY COMPANY LIMITED BY GUARANTEE**

1. The name of the company is MY LEGACY COMPANY LIMITED BY GUARANTEE
  
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014 (hereinafter referred to as "*the Act*")

**3. Charitable Objects**

Established in 2003, My Legacy is a non-profit umbrella organisation comprising Irish charities. Our group vision is to create social change; to make charitable bequests the norm in Ireland and a widely recognised and respected way of supporting a charity.

Based in Dublin, My Legacy is primarily managed by a board of directors comprising voluntary representatives from our member organisations.

As a group of national charitable organisations working together, we aim to raise public awareness of the great importance of making a will generally and how legacies support the work of charities and benefit Irish society into the future.

We do this through a range of activities, including an annual national and regional media campaign every Autumn, as well as on-going research into international best practice and engagement with other stakeholders such as legal and financial planning professions, government, our members and the wider charitable sector.

**4. Subsidiary Object(s)**

The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:

- To raise awareness among the general public of the benefits of leaving money to charitable organisations in their Wills.
- To educate the general public on the progress of leaving money to charitable organisations in a Will.
- To facilitate and support learning, dialogue and information exchange about and for legacy giving between organisations in the charity sector.
- To collaborate with a network of solicitors, tax advisors and other relevant professionals to encourage legacy giving in Ireland.
- To highlight the activities of the member organisations with a view to encouraging legacy donations to them, in particular.
- To develop a body of research which will be of use to My Legacy Company Limited by Guarantee and the member organisations in running any legacy promotion campaign.

## **5. Powers**

To the extent that the same are essential or ancillary to the promotion of the main object of the company as heretofore set out the body may exercise the following powers:

- a. To commence, conduct, engage or assist in a campaign or campaigns and any effort or efforts whatsoever for the collection and raising of funds, and to solicit by lawful means, appeal for, request, accept and receive moneys to be applied to the purposes of the company's main objects.
- b. To run publicity and marketing campaigns .
- c. To establish My Legacy Company Limited by Guarantee as an authority on legacy donations in the charity sector.
- d. To establish links with relevant bodies, nationally and internationally, with a view to promoting the above main objectives .
- e. To pay all expenses of an incidental to the establishment of the company.
- f. To retain professional services as necessary to fulfil the above main objectives .
- g. To apply for and obtain any legislative, municipal or other Acts or authorisations for the purpose of enabling My Legacy Company Limited by Guarantee to carry any of its main objects into effect.
- h. To do all such other lawful things as shall be incidental to the foregoing main objects or any of them.

## **6. Income and Property**

The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- 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 their attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money or money's worth to any company of which a 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. Additions, alterations or amendments**

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

## **8. Winding-up**

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

## **9. Keeping of Accounts**

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Paul Collins 113 Ireland / Director 110 7 Estuary Road, Bessborough, Malahide  
Laura Regan Sey Help Africa c/o 13 Beeey House, 185C, Dublin 1 -  
Ruth Beckinsale 110 7 Sydney Avenue, Blackrock, Co Dublin  
Aven. Cisinski 27 Cloubffe Avenue, Dublin 3  
Nichola Mullen 93 Bunn Cadair New, Sutton D13.  
Grainie Derrin 23 Viking Rd Stonepatten Dublin 7.  
Sir Roda, 30 Fernhill Park, Terenure, Dublin 42.

Dated this 28<sup>th</sup> day of April 2009

Witness to the above Signatures:

Maureen Lucey, 19 Rath Priory, Navan Rd,  
Dublin 7.

## **ARTICLES OF ASSOCIATION**

The "optional provisions" (such as referred to in Section 1177(4) of the Act) shall apply to the constitution of the company save to the extent that they are dis-applied , modified or supplemented by this Constitution.

The following Regulations shall apply to the Company:

1. In these Articles : -

"the Act" means the Companies Act, 2014

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors including any person occupying the position of Director by whatever name called;

"Secretary " means any person appointed to perform the duties of the Secretary of the Company;

"the seal" means the Common Seal of the Company ;

"the office" means the registered office for the time being of the Company .

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

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

### **MEMBERS**

2. The number of members with which the Company propose to be registered is 7 but the Directors may from time to time register an increase of members
3. The subscribers to the Constitution and such other persons as the Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company .

### **GENERAL MEETING**

5. All general meeting of the Company shall be held in the State
6. (1) Subject to paragraph (2) , the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General meeting of the Company and that of the next.  
(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation , it need not hold it in the year of its incorporation or in the following

year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.

7. All general meeting other than Annual General Meetings shall be called Extraordinary General Meetings
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 178 of the Act. If at any time, there are not within the State sufficient Directors capable of acting to form a quorum any Directors or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### **NOTICE OF GENERAL MEETINGS**

9. Subject to Section 118 and 191 of the Act, an annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the company entitled to receive notices from the company.
10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all, that is transacted at an Annual General Meeting, with the exception of the considerations of the accounts, balance sheet and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may

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

14. The Chairman, if any, of the Board of Directors shall preside as chairman of every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
17. 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 Chairman, or
  - b. By at least three members present in person or by proxy, or
  - c. By any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book contained in the minutes of proceedings of the Company shall be conclusive of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. 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 upon which a pool has demanded may be proceeded with pending the taking of the pool.

21. Subject to Section 193 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (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.
22. Every member shall have one vote
23. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a pool, by his committee, receiver, guardian, or other person appointed by that Court and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
24. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Company have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to it given or tendered, any or every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive,
26. Votes may be given either personally or by proxy
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or, of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
28. The instrument appointing a proxy and the power of attorney or other authorised, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a pool, not less than 48 hours before the time appointed for the taking of the pool and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -



**MY LEGACY COMPANY LIMITED BY GUARNATEEE**

I / We, \_\_\_\_\_

Of \_\_\_\_\_

Being a member /members of the above named Company, hereby appoint \_\_\_\_\_

Of \_\_\_\_\_

Or (failing him / her) \_\_\_\_\_

Of \_\_\_\_\_

As my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary , as the case may be) general meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ and any adjournment thereof .

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_

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

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

- 30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or, revocation of the proxy or of the authority under which the proxy was executed , if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING**

- 32. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company , and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company

**ANNUAL SUBSCRIPTIONS**

- 33. The Directors' shall be entitled from time to time to determine any Annual Subscriptions to be payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of January in each year . A person becoming a member of the company after the 15<sup>th</sup> day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year . In the event that any members shall cease to be a member prior to the 1st day of January in any

year that member shall not be entitled to any rebate of his Annual Subscription paid for that year . The terms and conditions attached to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

#### **DIRECTORS**

**34.** The number of the Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than ten (10). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.

#### **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

**35.**

- a. A member of any class may by notice in writing to the Secretary of the Company resign his / her membership of the Company
- b. Membership of the Company shall automatically cease on any member's death
- c. If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors wither shall have rendered him/her unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such members may by a Resolution of the Directors be expelled from membership provided that he / she shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provision set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

#### **BORROWING POWERS**

**36.** 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, and to issue debentures , debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **POWERS AND DUTIES OF DIRECTORS**

**37.** The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such direction, being not inconsistent with the aforesaid provision, as may be given by the Company in general meeting, but no direction given by the

Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

38. 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 purpose and with power authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such condition as they may think fit , and any such powers of attorney may contain protection such for the protection and convenience of persons dealing with any such matters 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 /her.
39. 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 resolution determine .
40. 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 of any committee of the Directors;
  - c. Of all resolutions and proceedings at all meeting of the Company , and the Directors and of committees of Directors.

#### **DISQUALIFICATION OF DIRECTORS**

41. The office of the Directors shall be vacated if the Director: -
  - a. Without the consent of the company in general meeting holds any other office or place of profit under the Company; or
  - b. Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - c. Becomes prohibited from being a Director by reason of any order made within the meaning of Chapter 4 of Part 14 of the Companies Act; or
  - d. Becomes of unsound mind; or
  - e. Resigns his / her office by notice in writing to the Company; or
  - f. Is convicted of an indictable offence unless the Directors otherwise determine; or
  - g. Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his / her interest in manner required by Section 231 of the Companies Act

#### **VOTING ON CONTR ACTS**

42. A Director may not vote in respect of any contract in which he / she is interest or any matter arising thereout

#### **ROTATION OF DIRECTORS**

43. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office .
44. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
45. A retiring Director shall be eligible for re-election
46. The Company , at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto , and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless for the re- election of such Director has been put to the meeting and lost.
47. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three not more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given of his intention to propose such a person for election, and also notice in writing signed by that person of this willingness to be elected.
48. 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.
49. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles . Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re- election, but shall not be taken into account in determining the Directors who are to retire by rotation at such a meeting.
50. The Company may by ordinary resolution of which extended notice given in accordance with Section 146 of the Act remove any Director before the expiration of his / her period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to

any claim such Director may have for damages for breach of any contract of service between him / her and the Company .

51. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director , either to fill a casual vacancy or as additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he /she is appointed was last elected a Director.

#### **PROCEEDINGS OF DIRECTORS**

52. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
53. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
54. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
55. The Directors may elect a Chairman of their meeting and determine the period for which he is to hold office, but, if not such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
56. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
57. A committee may elect a Chairman of its meetings : is no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number Chairman of the meeting.

58. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes, the Chairman shall have a second or casting vote .
59. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
60. 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.

#### **SECRETARY**

61. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit and any Secretary so appointed may be removed by them .
62. 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 the place of, the Secretary.

#### **THE SEAL**

63. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

#### **ACCOUNTS**

64. The Directors shall cause proper books of accounts to be kept relating to:
- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place:
  - b. all sales and purchases of goods by the Company:
  - c. the assets and liabilities of the Company
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions .
65. The books shall be kept at the office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all times be open to the inspection of the Directors.
66. 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 not being Directors, and non- member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

67. The Directors shall from time to time in accordance with the provision of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets , group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under Section 341 of the Act to receive them .

#### **AUDIT**

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

Subject to the provisions of the Act, the Company may, from time to time, avail itself of the stated exemption in connection with the requirement to appoint / retain auditors and to have its financial statements audited, on the grounds that it complies with the requirements of the Act.

#### **NOTICES**

70. A notice may be given by the Company to any member either personally or by sending it by post to him / her to his / her registered address . Where a notice is send by post, service of the notice shall be deemed to be flected by properly addressing, prepaying and posting a letter containing the notice, and to have been affected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.

71. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-

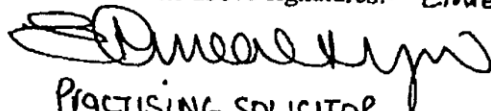
- a. Every member;
- b. Every person being a personal representative of the Official Assignee in bankruptcy or death where the member but for his death or bankruptcy would be authorised to receive notice of the meeting; and
- c. The Auditor

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Grace Kelly, 77 Mungerton Rd, Dublin 12  
KERRY O'DONNELL, 44 EAST MORRIS COURT DUBLIN 4  
JOHN FLEMING, 2 RATHEW DRIVE, KILKENNY, CO. DUBLIN.  
Nichola Mullen, 93 Burr Larcher View, Sutton, D13.  
DARA Tighe, 38 Ballsbridge Wood, Dublin 4  
Mrs. Jennings, 76 Dingleton Park, Wicklow, Co. Wick  
~~John T. T. T.~~, 109 Meagh Gardens, Leinster, Dublin 12.

Dated this 18<sup>th</sup> day of January 20 06  
Witness to the above signatures:- EIMEAR V. HDGAN.



PRACTISING SOLICITOR  
RORY P. BENVILLE & CO.  
RIVERVIEW HOUSE,  
SEAPARK ROAD,  
BRAY,

