

COMPANIES ACT 1963 - 2012

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum
and
ARTICLES OF ASSOCIATION
of
Cork Simon Community

Messrs. John J. Murphy & Co.,
Solicitors,
Courthouse Chambers,
Washington Street,
Cork.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL, MEMORANDUM
OF ASSOCIATION

Of

CORK SIMON COMMUNITY

- I. The name of the Company (hereinafter called "the Association") is "Cork Simon Community".
2. The main objects for which the Association is established is to provide for the relief of poverty through the following:-
 - (a) To provide relief for people experiencing homelessness or who are at risk of homelessness and their necessitous dependants by all lawful means.
 - (b) To operate within the Republic of Ireland community Houses to provide shelter and comfort and residential facilities and other supports for the people experiencing homelessness or who are at risk of homelessness.
 - (c) To undertake the rehabilitation, training and care of those in the care of the Association.
 - (d) To provide an after care service for people experiencing homelessness or who are at risk of homelessness and those in the Association's care.
 - (e) To provide and care for those under 21 years of age who have been convicted of crime and who have been released from custody under the Probation of Offenders Act.
3. **The Company has the following powers exclusively in furtherance of the main object:**
 - (a) To enter into partnership or into any arrangement for sharing-profits, union of interest, co-operation, joint adventure, reciprocal concession or other-wise with any person, company or 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 Association and which prohibits the distribution of its income and assets to at least as great a degree as the Association by virtue of Clause 5 hereof and to guarantee the contracts of or otherwise assist any such person, company or partnership, and to take over or otherwise acquire shares, stock debentures or debenture stock and securities of any such person, company, or partnership, and to sell, hold, re-issue with or without guarantee or otherwise deal with same.
 - (b) To adopt all such means, including the granting of prizes, awards and donations and promotion and provision of conferences, public and private meetings, discussions, publication and dissemination of books, writings, pamphlets, correspondence and the organisation and holding of exhibitions, musical and dramatic performances and cinematographic, radio and television shows and productions, and the employment of all other types of visual and oral communication, or publicising, making known, promoting and furthering the main objects of the Association.
 - (c) By all means possible to strive to involve the members of the Association in the activities and interests of those in the Association's care.
 - (d) To erect, provide, construct, build, equip, maintain, conduct, manage and to provide facilities and financial and other assistance for buildings and other places for the purposes of the Association.
 - (e) To promote, research into subjects related to poverty, social exclusion and homelessness and to educate and influence public opinion by all lawful means.
 - (f) To educate and train persons in the care and treatment of the people experiencing homelessness or who are at risk of homelessness.
 - (g) To raise money for any of the main objects of the Association by all lawful means, including collecting, flag days, functions, sales, subscriptions, bingo, dances and any other fundraising activities.
 - (h) To exchange any land, buildings, or real or personal property held by the Association for other land, buildings, or real or personal property, or to sell, lease, let, dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Association.
 - (i) Subject to the provisions of Section 24 of the Companies Act, 1963, to acquire by gift, purchase, Fee Farm Grant, Lease or otherwise and to hold any real or personal property and any rights over or in such.

- (j) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the care or management (whether jointly with any other person or not) of the Association and generally to maintain, uphold, manage, improve and develop the property of the Association.
- (k) To procure the Association to be registered or recognised in any country, state or place, and to comply with any conditions, necessary or expedient to enable the Association to carry out its main objects in any country, state or place, and to establish local agencies for purpose of carrying out the main objects of the Association. Provided however that in all cases the administration thereof shall be carried on in the Republic of Ireland.
- (l) To acquire in any manner (including acquisition by purchase out of the funds of the Association) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor, or affecting the same) at the discretion of the Board of Directors for the preservation and maintenance of the property of the Association or any part or parts thereof, or for any particular purpose of the Association or for its general purpose.
- (m) To accept, seek, and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell or dispose of or (as far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of the Association and generally to manage invest and expend all monies and property belonging to the Association.
- (n) To borrow or raise or secure the payment of money on the security of its assets in such manner as the Association shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property and assets of the Association (both present and future) and to purchase, redeem or pay off any such securities.
- (o) To act in concert or make any arrangements with any Department of State, Corporation, County Council, Conservancy Fishery or other Board, or other Local Authority, Public or Private, now or hereafter constituted, or with any resident in the neighbourhood of property of the Association with reference to any of the main objects aforesaid and to accept payment of money from such bodies in furtherance of the main objects of the Association and apply the same to such main objects.
- (p) To act as Trustees of any property, real or personal for any of the above main objects of the Association or for any other purpose that may seem conducive to the main objects of the Association.
- (q) To apply, petition for or promote an Act of the Oireachtas with a view to the attainment of the above main objects.
- (r) To provide, endow, furnish and fit out with all necessary furniture, instruments and other equipment and maintain and manage Clinics and rehabilitation centres and training institutes to meet the needs of homeless people or those at risk of homelessness persons.
- (s) To employ all such persons whose services may from time to time be required for the purpose of carrying into effect the main objects herein contained or any or all of them or anything, incidental thereto and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

- (t) To educate and train personnel as may be deemed expedient for the furtherance of any or all of the main objects of the Company.
- (u) (a) The Company shall not support with its funds any object of endeavour to impose on, or procure to be observed by its members or others any regulation or restriction, which if an object of the Company, would make it a trade union.
- (b) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Association or the attainment of the main objects hereinbefore described, or any of them, provided that in case the Association shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, the Association shall, if required by the Commissioners, vest the same in special Trustees thereof and provided that as regards any such property the Association shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.
4. True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure took place of all sales and purchases or goods by the Association and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Association for the time being shall be open to inspections of the members. Once at least every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. Annual audited accounts must be kept and made available to Revenue on request.
5. The income and property of the Association, whence so ever derived, shall be applied solely towards the promotion of the main objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.
- Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association: but so that no member of the Board of Directors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money's worth shall be given by the Association to any member of such Board of Directors except repayment of out-of-pocket expenses and interest' at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association: provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies and the Revenue Commissioners.
7. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted to the Association in pursuance of Section 24 of the Companies Act, 1963 is subject.
8. The liability of the members is limited.
9. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the

Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

10. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Dated thisday of2013.

Witness to the above Signatures:-

COMPANIES ACT, 1963

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

-of-

CORK SIMON COMMUNITY

GENERAL

I. In these Regulations:

"The Act" means the Companies Act, 1963.

"The Association" means "Cork Simon Community".

"The Board of Directors" means the Board of Directors for the time being of the Association.

"The Office" means the common seal of the Association.

"Month" means calendar month.

"In writing" means written, printed or lithographed or partly one or partly the other and other modes of representing or reproducing works in visible form.

Words importing the singular shall include the plural, and importing the masculine shall include the feminine and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Regulations.

MEMBERSHIP.

2. For the purpose of Registration the number of the members of the Association is declared unlimited.
3. The subscribers to the Memorandum of Association and such Members as are appointed by the Board of Directors to be members of the Association shall sign the register of members kept in accordance with Section 116 of the Act or shall sign a written consent to become a member.
4. There shall be three classes of members, namely:-
 - (a) Ordinary members.
 - (b) Associate members.
 - (c) Honorary members.
5. Subject to provisions of these Regulations an ordinary member shall have the right to receive notice of all meetings of the Association and to attend and vote thereat:

An Honorary member shall have the rights of an Ordinary member, but shall not be under any obligation to pay a subscription: An Associate member shall have such rights and privileges as may from time to time be granted by the Board of Directors prescribed by the Bye-Laws of the Association but he shall not be entitled to receive notice of meetings of the Association or to attend or vote thereat.

6. Membership of the Association shall cease:-
 - (a) On the member's death.
 - (b) If the member resigns by notice in writing to the Secretary at the Office.
 - (c) If the Board of Directors resolve that he has ceased to be a member and notice in writing of such decision is given to him.
 - (d) If he fails to pay his annual subscription.

ANNUAL SUBSCRIPTION

7. The annual Subscription payable by Ordinary members and Associate members shall be determined from time to time by the Board of Directors and shall be payable on election to membership for the year in which election takes place and thereafter shall be payable in advance on the 1st day of January, in each year.
8. A General Meeting shall be held once in every calendar year at such time not being more than fifteen months after the holding of the last preceding general meeting and at such place and time as the Board of Directors may decide.
9. The above mentioned General Meeting shall be called an Annual General Meeting and all other General Meetings shall be called Extraordinary General Meetings.
10. The Board of Directors may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 132 of the Act. If at any time there are not within Ireland sufficient members of the Board of Directors to form a quorum any member of the Board of Directors or any members of the Board of Directors or any two members may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

11. Subject to the provisions of Sections 133 and 141 of the Act, 14 days notice at the least (exclusive of the day upon which the notice was served or deemed to be served but inclusive of the day for which the notice was given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of that business, shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Association in General Meeting to such persons as are entitled under the Articles of Association to receive such notice: but with the consent of all the members entitled to receive notice of some particular meeting and of the Auditor that meeting may be convened by such shorter notice and in such manner as those members may think fit
12. The accidental omission to give notice of a meeting to, or the non receipt of a notice by, any member, shall not invalidate the proceedings of any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all the transactions at an Annual General Meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Board of Directors and the Auditors and the fixing of the remuneration of the Auditors, and the election to the Board of Directors.
14. No business shall be transacted at any General Meeting unless a quorum of members is present when the meeting begins. Save as herein otherwise provided, five members shall be a quorum.
15. If within half-an-hour from the time appointed for a meeting a quorum is not present the meeting, if convened upon a 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 such other place as the Chairperson may appoint 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.
16. The Chairperson of the Board of Directors if present, or, if he is absent, the Vice-Chairperson of the Board of Directors if present, shall preside as Chairperson ex officio at every General Meeting.
17. If the Chairperson of the Board of Directors or, in his absence the Vice-Chairperson of the Board of Directors is not present at any Meeting the members present shall choose one of their members to be Chairperson.
18. The Chairperson with the consent of any meeting at which a quorum is present may adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting of which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
19. An any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded in accordance with section 137 of the Act, and a declaration by the Chairperson that the resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to the effect in the book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution.

20. Every member shall have one vote, but in the case of an equality of votes, the Chairperson of the meeting shall be entitled to a further or casting vote.
21. The AGM shall be conducted in a way that allows expression of beneficiaries views about the work of Cork Simon Community

BOARD OF DIRECTORS

22. Unless and until the Association in General Meeting shall otherwise determine the number of members of the Board of Directors shall not be less than four or more than fifteen. The Board of Directors men may co-op additional members of the Board of Directors up to the maximum number permitted, but any persons co-opted will retire at the next Annual General Meeting and will be eligible for re-election.
23. The first Board of Directors shall be appointed by the Subscribers to the Memorandum of Association, and they shall hold office until the first Annual General Meeting of the Association at which they shall retire but shall be eligible for re-election. At every subsequent Annual General Meeting, half or less than half as in 3 in 7 of the elected members of the Board of Directors shall retire from office, and shall be eligible for re-election.
If the number on the Board of Directors should be an uneven number then the number of members, which with the addition of one would make half of the Board of Directors shall retire.
24. The elected members of the Board of Directors to retire from office in any year shall be those who have been longest in office since their last election, but as between persons who became members of the Board of Directors the same date, those to retire shall, in the absence of agreement amongst themselves, be determined by lot.
25. Vacancies amongst the members of the Board of Directors shall be filled annually by election at the Annual General Meeting of the members of the Association- such election to be by ballot.
26. No person shall be eligible for election as a member of the Board of Directors who is not an ordinary member of the Association.

POWERS OF THE BOARD OF DIRECTORS

27. The business of the Association shall be managed by the Board of Directors who may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
28. The Board of Directors may from time to time make vary and repeal Bye-Laws for the regulation of the affairs of the Association and the conduct of its officers, servants and members and such Bye-Laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of members provided that no Bye-Laws shall be made which is inconsistent with the provisions of the Companies Act or the Memorandum of Articles of Association for the time being of the Association or which would amount to such an addition to or alteration of these Articles as could legally only be made by a Special Resolution passed and confirmed in accordance with the Companies Act, 1963.

29. The Board of Directors may from time to time delegate any of their powers to Committees consisting of such member or members of the Association as they think fit. Any Committee so formed shall, in the exercise of the powers so delegate conform to any regulations that may from time to time be imposed on it by the Board of Directors. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board of Directors so far as same are applicable hereto and are not superseded by the provisions of these Articles or any regulations made by the Board of Directors under this Article. The payment to any member of a Committee so formed shall be strictly limited in accordance with Clause 4 of the Memorandum of Association.
30. The Board of Directors may borrow, raise or secure the payment of money in such manner as the Board of Directors shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase redeem or pay off any such securities, and apply the money so raised to the purpose of the Association and every mortgage made in pursuance of this power, may contain a power of sale and all usual mortgage provisions. As regards any property taken by the Association, not for general purposes of the Association, but on special trusts the power of mortgaging shall apply only to such extent as is consistent with the trusts on which power the Association holds the property, Where so required by law, the power conferred, shall be exercised only with consent of the Commissioners of Charitable Donations and Bequests.
31. The Seal of the Association shall not be fixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of a Director and of the Secretary or of such other person as the Board of Directors shall appoint for the purpose and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.

PROCEEDINGS OF THE BOARD OF DIRECTORS

32. The Board of Directors may meet together for the dispatch 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 case of equality of votes the Chairperson shall have a further or casting vote. Two Board of Directors may and the Secretary on the requisition of two Board of Directors shall summon a meeting of the Board of Directors.
33. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors, and unless so fixed shall be three.
34. The continuing Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the regulations of the Association as the necessary quorum of the members of the Board of Directors the continuing members of the Board of Directors may act for the purpose of summoning a General Meeting of the Association but for no other purpose.
35. All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors or any sub-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 Board of Directors was disqualified be as valid as if every such person had been duly appointed.
36. The Board of Directors shall cause minutes to be made in books provided for the purpose:-

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

36. The Office of a member of the Board of Directors shall be vacated if such member
- (i) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally or
 - (ii) becomes prohibited from being a member of the Board of Directors by reason of any order made under Section 184 of the Act, or
 - (iii) becomes of unsound mind
 - (iv) resigns his office, by notice in writing to the Company or
 - (v) is convicted of an indictable offence unless the members of the Board of Directors otherwise determine or
 - (vi) is for more than six months absent from meetings of the members of the Board of Directors held during that period or
 - (vii) is deemed to be unsuitable to continue acting as a member of the Board of Directors by a majority of members of the Board of Directors, at a meeting specially called to discuss the position of any member, of which fourteen days notice has been given in writing.

OFFICERS

37. The Board of Directors may from time to time appoint a President and Vice President of the Association and determine the length of time that they shall hold such office. The President and Vice President shall be ex-officio members of the Board of Directors. The President and the Vice President may be removed at any time by the Board of Directors.
38. The Association shall have a Secretary who shall be appointed by the Board of Directors and who may at any time be removed by the Board of Directors by notice addressed to him in writing. The Board of Directors may from time to time appoint a temporary substitute for the Secretary, and any person so appointed shall for all purposes of these Articles be deemed during the term of his appointment to be the Secretary.
39. The Board of Directors may appoint such officers honorary or salaried, as they may think from time to time desirable, and in the case of salaried officers, fix their salaries and remuneration, determine their respective duties and the tenure of their office.

ACCOUNTS

40. The Board of Directors shall cause proper books of accounts to be kept:-
- (a) With respect to all sums of money received or expended by the Association and the matters in respect of which the receipt and expenditure takes place.
 - (b) With respect to the to the assets and liabilities of the Association: and
 - (c) With respect to all sales and purchases of goods by the Association.

ALTERATION OF ARTICLES

41. Subject to Section 15 of the Act all or any of these Articles shall only be altered or rescinded by the Association on Motion at the Extraordinary General Meeting especially called for that purpose provided that any such amendment shall be ultra vires and void unless:-
- (a) Notice of such Motion stating the exact terms of the amendment proposed is furnished to the Secretary at least twenty one days before the date of such Meeting.
 - (b) Such amendment is approved by a three-fourths majority of those members present and voting at such meeting by a show of hands or in the event of a poll being demanded by three persons present by a three-fourths majority of those voting by ballot.
 - (c) At least twenty-one days notice of the meeting has been given to members.

ACCOUNTS

42. The books of accounts shall be kept at the registered office of the Association or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of a Director.
43. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to inspection of members, not being Directors and no member (not being an Directors) shall have any right of inspection of any account book or document of the Association, except as conferred by statute or .authorised by the Board of Directors or by the Association in General Meeting.
44. The Board of Directors shall from time to time in accordance with Section 148, 149, 157, 158 of the Act cause to be prepared and placed before the Association, in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in such section.
45. A copy of every balance sheet, including every document required by law to be annexed thereto which is to be laid before the Association in General Meeting together with a copy of the Auditor's report and report of the Board of Directors shall not less than twenty one days before the date of the Meeting be sent to all persons entitled under the Act to inspect same.

AUDIT

46. Auditors shall be appointed and their duties regulated in accordance with Sections 160, 161, 162, 163 of the Act.

NOTICES

47. A Notice may be given by the Association to any member either personally or by sending it to him by post to his registered address or (if he has not registered address within the Republic of Ireland) to an address (if any) within the Republic of Ireland supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and pre-paying and posting a letter containing the notice and to have been effected at the expiration of twenty-four hours after the letter containing the same was posted.

48. A Notice of every General Meeting shall be given in some manner hereinbefore authorised to (1) every member, except those members who (having no registered address in the Republic of Ireland) shall not have supplied to the Association an address within the Republic of Ireland for the giving of notice to them (2) The Auditor for the time being of the Association. No other persons shall be entitled to receive notice or attend any General Meeting.

WINDING UP

49. The Provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association of the Company shall have effect and be observed as if the same were repeated in full in these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

Dated this _____ day of _____ 2013.

Witness to the above Signatures:-