

CONSTITUTION
OF
TU DUBLIN SU COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

1. The name of the Company is TU DUBLIN SU 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. The objects for which the Company is established are:
 - (a) (i) To provide bookkeeping, accounting, secretarial, financial, managerial and any other ancillary services required for the administration and organisation of any body, association, union or club.

(ii) To act as wholesalers, retailers, merchants, agents, factors, brokers, distributors and dealers in all kinds of goods, services and general merchandise and as market specialists, sales representatives, sales consultants and mail order specialists generally.

(iii) to establish, produce, circulate or otherwise deal in any newspaper, magazine, periodical or any other publication and to carry on all or any of the following businesses: publishers of books, newspapers, pictures and other publications, general printers, photographers, book sellers, stationers and any other business usually associated with or which can conveniently be carried on in connection with the foregoing businesses.

(iv) To promote all kinds of sporting and leisure entertainments and activities and to act as advisors to and agents for any person or persons or association of persons of any company or companies interested in or involved in the provision of such leisure entertainments and activities.

(v) To carry on the business of proprietors, promoters, organisers and managers of all kinds of entertainments, amusements, recreations, games, sports, competitions and past-times and any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or auxiliary to the general business of the Company.

(vi) To establish, maintain, and conduct clubs, unions, associations for the benefit of persons who subscribe to clubs, unions and associations and promote, support and protect the character, status and interest of the members of any such club, union or association and to provide services of all kinds in connection with leisure activities for them provided that nothing herein contained shall empower the Company to carry on any business or activity without first obtaining any licence, permit or consent that may be required from time to time.
 - (b) To undertake and carry on and execute all kinds of financial, commercial, trading, manufacturing and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable, any of the Company's property or rights.

- (c) To purchase, take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (d) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.
- (e) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (f) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company.
- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To invest and deal with the moneys of the Company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined.
- (i) To lend and advance money or give credit to any person, firms or companies, and on such terms as may seem expedient, and in particular to customers of, and others having dealings with, the Company, and to give guarantees or become surety for any such persons, firms or companies.
- (j) To guarantee, grant indemnities in respect of, 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) and goodwill of the Company or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by the Companies Act, 2014 or another subsidiary as defined by the said Act of the Company's holding company or otherwise associated with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated therein.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the appropriate Minister of the Government of Ireland, or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (n) To enter into any such arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any other corporations, companies or persons that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (o) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others.
- (q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or any other relatives of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking and of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (v) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in Great Britain, Northern Ireland and in any British dominion or dependency or any member State of the European Union and any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

(a) The objects specified in each of the paragraphs and sub-paragraphs of this Clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or in the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense, as if each of the said paragraphs and sub-paragraphs defined the objects of a separate and distinct company.

(b) Provided always that the provisions of this Clause shall be subject to the Company obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases being a member, for payment of the debts and liabilities of the Company 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 €1.00.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

1. In these Articles:-

"the Act" means the Companies Act, 2014.

"the Auditors" means the auditors for the time being of the Company;

"the Board" means the board of directors for the time being of the Company;

"clear days" means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Company" means TU Dublin SU CLG;

"the Constitution" means the constitution of the Company from time to time;

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the board of Directors and any person occupying the position of Director by whatever name called.

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

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

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

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

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

2. The "optional provisions" (such as are 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.
3. Any reference in this Constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
4. Unless the contrary intention appears, words or expressions contained in this Constitution shall bear the same meaning as in the Act as in force at the date at which this Constitution becomes binding on the Company.

Membership

5. The number of members with which the Company proposes to be registered is eleven and shall be comprised in the following manner:

- 5.1 The TU Dublin SU Blanchardstown Campus Vice President;
 - 5.2 The TU Dublin SU City Campus Vice President;
 - 5.3 The TU Dublin SU Tallaght Campus Vice President;
 - 5.4 The TU Dublin SU Postgraduate Officer;
 - 5.5 Six students appointed by the TU Dublin SU Student Council, at least one of whom must be a student studying at the Blanchardstown Campus, at least one of whom must be a student studying at the Tallaght Campus, and at least two of whom must be students studying at the City Campus;
 - 5.6 The Chairperson of the Board of Directors of the Company (who shall also be the Chairperson for meetings of members of the Company).
6. A member of the Company shall cease to be a member immediately:
- 6.1 If the person is a member pursuant to Articles 5.1-5.4 inclusive resigns their position in TU Dublin SU, is impeached, or is otherwise removed from their position with TU Dublin SU.
 - 6.2 If the person is a member pursuant to Article 5.5 resigns their position as a TU Dublin SU Student Council appointee or is removed from such appointment by the TU Dublin SU Student Council.
 - 6.3 If the person is a member pursuant to Article 5.6 resigns, retires, or is removed from their position on the Board of Directors of the Company.
 - 6.4 If the member dies, is adjudicated bankrupt, is subject to a restriction order pursuant to Section 819 of the Act, or is subject to disqualification order pursuant to Section to Section 842 of the Act.
 - 6.5 If the member is convicted of an arrestable offence as defined in Section 2 of the Criminal Law Act, 1997.
 - 6.6 If a member is adjudged by any competent court, or is reasonably declared by a majority of the Directors not to possess an adequate decision-making capacity.
7. Membership of the Company shall not be transferable.

General Meetings

- 8. All general meetings of the Company shall be held in the State at such time and place (including incorporeally) as the Directors shall appoint.
- 9. (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 meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next
 - (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 7, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.
11. 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 requisitionists, 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 Director 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

12. Subject to Section 181 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 clear 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 7 clear days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of a special business, the general nature of that business and shall be given in manner hereinafter mentioned, to such persons as are, under the Articles of the Company and the Act, entitled to receive such notices from the Company. If the meeting is being held incorporeally or in hybrid corporeal-incorporeal form access details and credentials for incorporeal participation shall be provided to all members.
13. 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 that meeting.

Proceedings at General Meetings

14. 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 consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the review by the members of the Company's affairs and the appointment or re-appointment of the auditors and the fixing of the remuneration of the Directors and the auditors. For the avoidance of doubt, the existence of any doubt being denied, the President of the TU Dublin SU shall be notified of every general meeting, shall be entitled to attend every general meeting, and shall be entitled to speak at every general meeting.
15. 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, the presence (whether corporeally or incorporeally) of in excess of half of the members shall be a quorum.
16. 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 the next week at the same 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.
17. The Chairperson of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if he/she is not present within 15 minutes after the time is

appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairperson of the meeting.

18. 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 the 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 an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. 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.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

20. The demand for a poll may be withdrawn.
21. Except as provided in Article 20, if a poll is duly 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.
22. 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.
23. 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.
24. Subject to Section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at the general meeting 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 members for the time being entitled to attend and vote on such resolution at a general meeting

Votes of Members

25. Every member shall have one vote.
26. 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 any 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.

27. Votes shall be given personally, including incorporeal presence at a meeting, or by proxy.
28. The instrument appointing a proxy shall be in writing in the form provided by Section 184 of the Act and under the hand of the appointer or 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.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the 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 poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

TU Dublin SU Company Limited by Guarantee

PROXY FORM

I, _____
of _____
being a member of the Company hereby appoint _____
of _____
or (failing him/her) _____
of _____

as the proxy of the Member to attend, speak and vote for the Member and on behalf of the Member at the [Annual/Extraordinary] General Meeting of the Company to be held on the day of _____ 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: _____			

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation 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.

Directors

33. There shall be fourteen directors comprised as follows:
 - 33.1 The President of the TU Dublin SU;
 - 33.2 The TU Dublin SU Vice President for Academic Affairs;
 - 33.3 The TU Dublin SU Vice President for Welfare & Equality;
 - 33.4 The TU Dublin SU Vice President for Events & Engagement;
 - 33.5 The TU Dublin SU Vice President for Communications & Media;
 - 33.6 Four students appointed by the TU Dublin SU Student Council, one of whom must be a student studying at the Blanchardstown Campus, one of whom must be a student studying at the Tallaght Campus, and two of whom must be students studying at the City Campus (a student may not simultaneously be a director of the Company pursuant to Article 33.6 and a member of the Company pursuant to Article 5.5);
 - 33.7 Five non-executive directors identified as having the skills and/or experience considered beneficial to the Company shall be appointed by the directors in consultation with the TU Dublin SU Student Council, each of whom shall be appointed for a period of three years, which appointment may (without any commitment so to do) be renewed once for a further period of three years, though within any such period of appointment a director may resign, retire, or be removed in accordance with Article 41. The following categories of people are ineligible for appointment as a director under this Article 33.7:
 - 33.7.1 A person who is a current member of TU Dublin SU;
 - 33.7.2 A person who has been a member of TU Dublin SU within the preceding four full academic years;
 - 33.7.3 A person who is a current employee of TU Dublin SU (including related companies);
 - 33.7.4 A person who is a current employee of TU Dublin (including related companies).
34. The remuneration of the directors shall, from time to time, be determined by the Company. Such remuneration shall be deemed to accrue from day to day. The directors may also 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 in connection with the business of the Company.

Borrowing Powers

35. 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

36. 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 this Constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting or alteration of this Constitution shall invalidate any prior act of the Directors which would have been valid if the direction had not been given or alteration not have occurred.
37. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
38. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee. Section 160(10) of the Act is disappplied and only the Board has the power to elect the Chairperson of any committee.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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 –
 - 40.1 Of all appointments of officers made by the Directors;
 - 40.2 Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - 40.3 Of all resolutions and proceedings of all meetings of the Company, and of the Directors and of a committee of Directors.

Disqualification of Directors

41. The office of Director shall be vacated immediately if the Director –
 - 41.1 Without the consent of the Company in general meeting holds any other office or place of profit under the Company;
 - 41.2 Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by the Act;
 - 41.3 If the person is a director pursuant to Articles 33.1-33.5 inclusive resigns their position in TU Dublin SU, is impeached, or is otherwise removed from their position with TU Dublin SU;
 - 41.4 If the person is a director pursuant to Article 33.6 resigns their position as a TU Dublin SU Student Council appointee or is removed from such appointment by the TU Dublin SU Student Council;

- 41.5 If the person is a director pursuant to Article 33.7 resigns, retires, or is removed from their position on the Board of Directors of the Company pursuant to Article 43 of this Constitution.
- 41.6 If the member dies, is adjudicated bankrupt, is subject to a restriction order pursuant to Section 819 of the Act, or is subject to disqualification order pursuant to Section to Section 842 of the Act;
- 41.7 If the member is convicted of an arrestable offence as defined in Section 2 of the Criminal Law Act, 1997;
- 41.8 If a member is adjudged by any competent court, or is reasonably declared by a majority of the Directors not to possess an adequate decision-making capacity.

Voting on Contracts

- 42. A director may vote in respect of any contract in which he is interested or any other matter arising thereout.

Appointment and Removal of Directors

- 43. The Company may by ordinary resolution of which at least 28 clear days' notice has been given of the intent to move such a resolution in accordance with Section 146 of the Act remove any Director appointed pursuant to Article 33.6 of this Constitution before the expiration of his 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 any breach of contract of service between him and the Company.
- 44. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 43. Without prejudice to the powers of the directors under Article 33.7 of this Constitution the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an 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 a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Proceedings of Directors

- 45. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson 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 the 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. Every notice calling a meeting shall specify the place, day and time of the meeting and include an agenda. If the meetings are being held incorporeally or in hybrid corporeal-incorporeal form access details and credentials for incorporeal participation shall be provided to all directors.
- 46. The quorum necessary for the transaction of the business of the Directors shall be the presence (whether corporeally or incorporeally) of in excess of half of the directors, PROVIDED ALWAYS that a majority of the Directors present derive their status as directors pursuant to Articles 33.1-33.6 inclusive.
- 47. Meetings of directors or committees established pursuant to Section 160(9) of the Act may

occur corporeally, incorporeally, or in a hybrid format.

- 47.1 A meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014* 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, where each of them is able (directly or by means of telephonic, video or other electronic communication), to communicate with each of the others by, inter alia, sign language or in any other manner agreed to by the directors, as well as in any circumstance provided for by law.
- 47.2 At the start of a conference referred to herein, whether occurring under this Article or as provided for by law, each director or, as the case may be, members of the committee must acknowledge that he or she accepts that the conference is such a conference and is a meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014*, as the case may be.
- 47.3 A director or, as the case may be, member of the committee taking part in a conference referred to herein, whether occurring under this Article or as provided for by law, may not stop taking part in the conference without the express permission of the Chairperson, and shall be conclusively deemed to have taken part in the meeting unless and until the Chairperson gives such permission.
48. 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 Directormay act for the purposes of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
49. A Chairperson shall be elected by the Board from amongst the externalmembers pursuant to Article 33.6 to hold office in each case for a period of 3 years, whichmay be renewed once in respect of each position. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding thesame, the Directors present may choose one of their number to be Chairperson of the meeting.
50. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
51. 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 where there is an equality of votes, the Chairperson shall have second or casting vote.
52. All acts done by any meeting of the Directors or 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.
53. 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. A written resolution may consist of several instruments in like form each signed by one or more Directors. The date of a written resolution shall be the date on which the last Director signs.

Secretary

54. 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. The Secretary shall not be a member of the Company.
55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the Secretary.

The Seal

56. 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 Directors for the purpose.

Accounts

57. The Directors shall cause proper books of account to be kept relating to –
 - 57.1 All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and
 - 57.2 All sales and purchases of goods by the Company, and
 - 57.3 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.

58. The books of account shall be kept at the office or, subject to the provisions of the Act and in particular 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 Directors
59. 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 no member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
60. The Directors shall from time to time in accordance with the provisions 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 the Act to be prepared and laid before the annual meeting of the Company.
61. 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 and the auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

Auditors

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

Notices

63. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address; or by sending it to an email address provided by him for the purposes of receiving notices. Where a notice is sent by post, service of the notice shall be deemed to be effected 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 the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by email, service shall be deemed to be effective unless an automated error-delivery is received by the sender or unless an out-of-office / vacation automated email is received by the sender; so however, the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.
64. Any document or information (including any notice) to be given to or by any person pursuant to this constitution shall be in writing (which term includes electronic means) to an address for the time being notified for that purpose to the person giving the notice.
65. Notice of every general meeting shall be given in any manner hereinbefore authorised to –
- 65.1 Every member;
 - 65.2 The Directors and Secretary of the Company, and
 - 65.3 The auditor for the time being of the Company.
- No other person shall be entitled to receive notice of general meetings.
66. Every director or officer of the Company:
- 66.1 shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under section 233 or 234 of the Act in which relief is granted to him or her by the court; and
 - 66.2 shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no director or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This article 87 shall have effect only in so far as its provisions are not void under section 235 of the Act.
67. The Company may insure any or all of the Directors or officers of the Company 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 director.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jerry Sheehan	53, Cowper Road, Rathmines, Dublin 6.	Solicitor
Cyrilla Carroll	2, Moat View, Naas, County Kildare.	Secretary
Ronan Sheehan	38, Mornington Road, Ranelagh, Dublin 6.	Solicitor
Dympna Manning	56, Barton Drive, Rathfarnham, Dublin 14.	Legal Assistant
Edwina Kirwan	'Cascia', Johnstown, Kilpedder, County Wicklow.	Secretary
John Campbell	11, Fortfield Terrace, Rathmines, Dublin 6.	Solicitor's Apprentice
Maureen Rooney	194, Glasnevin Avenue, Dublin 11.	Secretary

Dated the 16th day of July, 1985

Witness to the above signatures:

James J. Sheehan

1, Clare Street, Dublin 2.

Solicitor