

Companies Act 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

KILANERIN-BALLYFAD COMMUNITY DEVELOPMENT ASSOCIATION COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. Name

- 1.1 The name of the Company is Kilanerin-Ballyfad Community Development Association company limited by guarantee (the “**Company**”).
- 1.2 The geographical area of the community refers to the townlands within and adjacent to the centres of Kilanerin, Ballyfad, Ballythomas, Annagh and other neighbouring townlands traditionally associated with our community (annexed at Schedule 1).

2. Company type

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. Main Object

The main object for which the Company is established (the “**Main Object**”) is to provide an association in which all residents of the community, in co-operation with existing local voluntary, sporting and cultural organisations and institutions, can meet together, make plans, develop policies and provide facilities for the economic, educational, social, environmental and cultural benefit of all sectors of the community.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects (the “**Subsidiary Objects**”):

- 4.1 To continue the traditions of community spirit, good neighbourliness, voluntary effort, and self-reliance.
- 4.2 To carry out the business of the Company in a manner which is open, transparent and accountable to all residents of the community and for the common good.
- 4.3 To regularly assess the economic, educational, social, environmental and cultural needs of the community, draw up a draft community development plan through consultation with the community at large and with local voluntary, sporting and cultural organisations and institutions and present it to the community at a general meeting for discussion and approval (the “**Community Development Plan**”).

- 4.4 To raise funds, obtain grants, make borrowings, and acquire property for the execution of projects outlined in the Community Development Plan or as approved by a General Meeting of the Company. Any assets acquired must be vested in the Company for the benefit in perpetuity of all the community.
- 4.5 To implement the approved Community Development Plan with any amendments, in co-operation with existing local voluntary, sporting and cultural organisations and institutions.
- 4.6 To support including financially support, monitor, maintain, and manage projects carried out as part the Community Development Plan.
- 4.7 To review the implementation of the approved Community Development Plan on an ongoing basis, and at a minimum of every five years review the Community Development Plan through consultation with the community at large and with local voluntary, sporting and cultural organisations and institutions.
- 4.8 To make representations, as it sees fit, on behalf of the community, to relevant state and local agencies on common issues that affect the local community.
- 4.9 To enter into agreements with third parties to generate income for the Community to promote and sustain projects and services for the entire community.

5. **Powers**

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To advocate for the promotion of any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

- 5.7 Subject to Clause 6 (*Income and Property*), to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, civil partners, 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, civil partner 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.
- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To furnish and provide the Company's property with such equipment, furniture, machinery and property of every description as the Company may think desirable for its purposes.
- 5.11 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.12 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.13 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.14 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder **PROVIDED THAT** prior permission shall be obtained from the Revenue Commissioners where the Company intends to accumulate funds for a period of in excess of two years for any purpose.
- 5.15 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law **PROVIDED THAT** prior permission shall be obtained from the Revenue Commissioners where the

Company intends to accumulate funds for a period of in excess of two years for any purpose.

- 5.16 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.17 To maintain and operate bank accounts and accounts with credit unions and other financial institutions and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
- 5.18 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.19 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 5.20 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.21 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.22 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.23 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.24 To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities which the Company may think desirable, necessary or proper for the carrying into effect of the Main Object mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Company as it thinks fit.
- 5.25 To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Company and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.

- 5.26 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects, and to obtain from any such Government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 5.27 To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the Main Object of the Company.
- 5.28 To carry out researches, investigations and experimental work of every description in relation to the Main Object herein mentioned and to publish and distribute the result of such research and such other information as it reasonably considers of assistance in promoting its Main Object.
- 5.29 To engage in any kind of publicity for the purposes of fostering the Main Object of the Company and to print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Company thinks fit.
- 5.30 To conduct, hold or promote meetings, lectures; workshops; seminars; shows, displays and exhibitions of an educational nature to further the Company's Main Object.
- 5.31 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 (*Income and Property*) hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 5.32 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.33 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.34 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 5.35 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.36 To establish and maintain links with international and national organisations having similar objectives as the Company.

- 5.37 To carry on any business which may seem to the Company capable of being conveniently carried on in connection with its Main Object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- 5.38 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.39 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 5.40 To form and own either wholly or in joint venture with any person, company, society, trust or other partnership whose objects are solely charitable and for community benefit, subsidiary companies and special purpose vehicles to enable participation in government, local authority, EU or philanthropic or private company environmental, social and governance (ESG) initiatives that support and forward the main objectives the Company, including the Renewable Energy Support Schemes, Social Enterprise Projects, Community Employment Schemes and other similar schemes.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of the Main Objects as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 6.2 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) insurance premia in respect of any director's liability indemnity insurance policy or policies; or
 - (g) an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings).
- 6.3 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

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

8. Winding Up

- 8.1 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 company or companies (being a charitable institution or institutions) having main objects similar to the Main Object of the Company. The company or companies (being a charitable 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 company or companies (being a charitable institution or institutions) to which its property is to be so given or transferred 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 other company or companies (being a charitable institution or institutions) selected by the members of the Company whether having main objects similar to the Main Object of the Company or not.
- 8.2 Final accounts will be prepared and submitted to the Charities Regulatory Authority 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. Limited Liability

The liability of the members is limited.

10. **Undertaking to Contribute**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

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

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

such amount as may be required, not exceeding €1.00.

11. **Keeping Accounts**

Annual accounts shall be kept and will, if required by the Revenue Commissioners or otherwise by law, be audited.

ARTICLES OF ASSOCIATION

PRELIMINARY

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

“advanced electronic signature” has the meaning given to that word in the Electronic Commerce Act, 2000;

“Act” means the Companies Act, 2014.

“Articles”, means these Articles of Association as from time to time altered by resolution of the Company;

“Auditors”, means the auditors for the time being of the Company;

“Company” means the above named Company.

“Directors” means the members for the time being of the board of directors of the Company and includes any person occupying the position of director by whatever name called, and **“Director”** shall mean each or any of them as the context may require;

“electronic communication” has the meaning given to that word in the Electronic Commerce Act, 2000;

“electronic signature” has the meaning given to that word in the Electronic Commerce Act, 2000;

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

“Seal” means the Common Seal of the Company.

“the office” means the registered office for the time being of the Company;

“Register of Members” means the register of members of the Company to be kept as required by the Act;

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

The word **“company”** except whether used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in this Constitution, shall, except where otherwise expressed, be in no way restricted by reference to or inference from the terms of any other provision or the name of the Company.

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. Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand or any mode of electronic signature as shall be approved by the Directors. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Company has approved.

MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be seventy-five (75) but the Company may from time to time register an increase or decrease in the number of members.
3. The members of the Company shall be:
 - 3.1 the six (6) living original subscribers to the Memorandum of Association for the avoidance of any doubt namely Margaret Jones, Mary D’Arcy, Noel Murphy, Francis Fanning, Seamus Hughes and Peter O’Connor;
 - 3.2 all former chairpersons, vice-chairpersons, secretaries and treasurers of the Company who have served a total of at least three years continuously in office since the formation of the Kilanerin-Ballyfad Community Development Association (the “**Association**”) in 2004 and as evidenced by the minutes of the Association;
 - 3.3 ten (10) former committee or board members of the Company who have served a total of at least three years continuously in office since the formation of the Association, and who are nominated by the current Directors;
 - 3.4 former chairpersons, secretaries or treasurers of the following community organisations and groups who have served at least three years in that office and no more than two of whom are nominated at any one time by that organisation or group:
 - (a) Ballyfad Community Centre;
 - (b) Ballyfad Branch of the Irish Countrywomens Association;
 - (c) Ballyfad School Parents Association;
 - (d) Ballythomas School Parents Association;
 - (e) Kilanerin Sheltered Housing Association;
 - (f) Kilanerin Group Water Scheme;
 - (g) Kilanerin Tidy Towns;
 - (h) Kilanerin-Ballyfad GAA Club;
 - (i) Kilanerin-Ballyfad Ladies GAA Club;
 - (j) Kilanerin National School Parents Association;
 - (k) Kilanerin Branch of the Irish Countrywomens Association;
 - (l) Shamrock Hall Committee;
 - (m) The Gap Heritage and Tidy Towns Group;
 - (n) The Gap Arts Festival;
 - (o) Kilanerin Community Alert Group;

- (p) Ballynestragh Gaels Under Age GAA; and
 - (q) Tara Rock Camogie Club;
- 3.5 such other voluntary organisations and groups within the community who: (a) have been in existence for at least five (5) years; (b) have a written constitution; (c) opens membership to all members of the community; (d) holds annual general meetings and publishes annual accounts; (e) operate on a not-for-profit basis and to serve the community; (f) do not serve and are not affiliated to any specific political, trade, industry, profession or religious purpose; and (g) are recommended by the Directors for approval as a nominating body and who are approved as such by two-thirds of those members present and entitled to vote at an annual general meeting and may also nominate former chairpersons, secretaries or treasurers who have served a minimum of three years in office to become members;
 - 3.6 seven (7) members between the ages of 18 and 23 representative of geographical spread and gender whom the Directors will nominate to represent the youth of the community;
 - 3.7 five (5) members, who the Directors at their discretion may nominate to represent geographical areas, interest groups or sectors of the community who the Directors believe are under-represented in the current membership; and
 - 3.8 The members who are neither ex officio members nor nominated members shall be, for the avoidance of any doubt, the following persons who, at the date of the adoption of these Articles were the Directors, namely, Julie Sammiller, Peter Bushe, John Bardon, Seamus Hughes and Peter O'Connor.
 - 3.9 Upon a member nominated under Articles 3.4 and 3.5 resigning or otherwise ceasing to be a member of the Company, and so often as such an event may happen, the nominating person or body, as the case may be, shall be entitled to nominate a successor, and upon such a nomination being ratified by the Company, such successor shall become a nominated member of the Company.
 - 3.10 Every person who is appointed a Director shall become, ipso facto, a member of the Company and, upon ceasing to be a Director, shall cease, ipso facto, to be a member of the Company in that capacity, and entries will be made in the Register of Members accordingly.
 - 3.11 Anyone over the age of eighteen (18) years continuously resident for more than one year in the geographical area outlined in Regulation 1.2 of the Memorandum of Association shall be entitled to become a member upon payment of the annual subscription fee of €25 at least three (3) months in advance of the annual general meeting of the Company. The subscription fee can be reviewed by the Directors and amended at their discretion.
 - 3.12 Nominations for membership will be processed by the Directors in accordance with Article 3 above.
 - 3.13 Members must give their written consent for their names to be included in the Register of Members.
 - 3.14 Members must support the Main Object and Subsidiary Objects of the Company as outlined in the Memorandum of Association.
 - 3.15 All memberships, other than those appointed by virtue of Articles 3.1, 3.2 and 3.11, shall be for a term of three (3) years. Outgoing members may serve further consecutive

terms, subject to being nominated pursuant to Articles 3.3 to 3.6 above and approved by two thirds of those members present and entitled to vote at an annual general meeting.

- 3.16 Any member shall be entitled to resign their membership of the Company by furnishing written notification of its resignation by post to the Company at the office.

ASSOCIATE MEMBERSHIP

4. Associate membership, which will not bestow any proprietary interest whatsoever in the Company, shall be open to local organisations which do not fulfil the conditions for full membership of the Company.

RIGHTS OF MEMBERS

5. Membership of the Company is not transferable and shall cease:
- 5.1 on the member's death or bankruptcy;
 - 5.2 if the member resigns by serving notice in writing to the Directors at its registered office;
 - 5.3 where the member, being a body corporate, is dissolved or in the case of a member that is an unincorporated association, it is wound up; or
 - 5.4 if the Directors resolve to terminate the member's membership, in accordance with Article 7 below, from the date of effectiveness of such special resolution or such other date contained therein.
6. The rights of every member shall be personal to themselves, and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise.
7. If any member shall refuse or wilfully neglect to comply with any of these Articles or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered the member 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 member may by a resolution of the Directors be expelled from membership provided that the member has been given notice of the intended resolution for expulsion and shall have been afforded an opportunity of giving, orally or in writing to the Directors, any explanation or defence as the member may think fit.
8. Notice under this Article shall be deemed to have been served as if it is sent (whether by post or electronic form or any other means of communication approved by the Directors) as in accordance with the provisions set out in Article 92 of these Articles whether or not it is actually received by the member intended to be served with such notice.

GENERAL MEETINGS

9. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen (15) months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen (18) months of the date of incorporation, it need not hold it in the year of its incorporation.
10. All general meetings other than annual general meetings shall be known as extraordinary general meetings.

11. Directors may, whenever they think fit, convene an extraordinary general meeting.
12. If, at any time, there are not sufficient members capable of acting to form a quorum, any Director of the Company or any member of it 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.
13. Save as otherwise provided, the quorum necessary for the transaction of the business at general meetings shall be twenty (20) members.
14. The Directors shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than ten percent (10%) of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
15. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
16. If the Directors do not within twenty one (21) days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within two (2) months after that date (the “**requisition date**”), the requisitionists, or any of them representing more than fifty (50%) of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three (3) months after the requisition date.
17. Any reasonable expenses incurred by the requisitionists by reason of the failure of Directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
18. For the purposes of Articles 14 to 17, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by section 181 of the Act.
19. A meeting convened under Articles 14 or 16 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
20. The chairperson of the board of directors of the Company shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within fifteen (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 chairperson of the meeting.
21. If at any meeting no director is willing to act as chairperson or if no director is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
22. 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. However, 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 thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. Unless a poll is demanded in accordance with Article 38, at any general meeting:
- 23.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - 23.2 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 the 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.
24. 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.
25. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.
26. The board of directors of the Company may make such arrangements as it considers appropriate to enable the members to participate in any general meeting by means of electronic or other communication facilities, so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
27. The board of directors of the Company, and at any general meeting, the chairperson of such meeting, may make any arrangement and impose any requirement as may be reasonable for the purpose of verifying the identity of members participating by way of electronic or other communication facilities, as described in Article 26.

NOTICE OF GENERAL MEETINGS

28. A meeting of the Company, other than an adjourned meeting, shall be called:
- 28.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than twenty one (21) days' notice;
 - 28.2 in the case of any other extraordinary general meeting, by not less than seven (7) days' notice.
29. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 28, be deemed to have been duly called if it is so agreed by:
- 29.1 all the members entitled to attend and vote at the meeting; and
 - 29.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.

30. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
31. The notice of a meeting shall specify:
- 31.1 the place, date and time of the meeting;
 - 31.2 the general nature of the business to be transacted at the meeting; and
 - 31.3 in the case of a proposed special resolution, the text or substance of that proposed special resolution.
32. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

VOTES OF MEMBERS

33. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person shall have one vote, but so that no individual member shall have more than one vote.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
35. Votes shall be given personally. 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.
36. A member of the Company entitled to attend and vote at a meeting of the Company shall not be entitled to appoint another person as his or her proxy and section 183 of the Act is amended accordingly (as modified by section 1205 of the Act).

VOTING ON A POLL

37. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
38. A demand for a poll may be made by:
- 38.1 the chairperson of the meeting;
 - 38.2 at least three (3) members present in person;
 - 38.3 any member or members present in person and representing not less than ten percent (10%) of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
39. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 38, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

40. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
41. 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 on which a poll is demanded may be proceeded with pending the taking of the poll.
42. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, present in person, entitled to more than one vote need not, if he or she votes:-
 - 42.1 use all his or her votes; or
 - 42.2 cast all the votes he or she uses in the same way.

DIRECTORS

43. The number of the Directors shall be no less than seven (7) and no more than eleven (11).
44. At the first general meeting following the adoption of these Articles by the existing members and the completion of the updated Register of Members by the Directors in accordance with Article 3 above, all Directors shall resign and be replaced by Directors elected by the general meeting. Resigning Directors shall be eligible for re-election.
45. Four weeks prior to the first general meeting following the adoption of these Articles by the existing members and the completion of the updated Register of Members by the Directors in accordance with Article 3 above, the Secretary shall circulate a nomination form to the members requesting nominations for Directors from the existing membership (the “**Nomination Forms**”). There must be a minimum representation of the geographic areas as follows: (a) Kilanerin – three (3); (b) Ballythomas/Annagh – two (2); and Ballyfad – two (2). Each nominee must be proposed and seconded by a member in good standing. Completed Nomination Forms must be returned to the Secretary no later than two weeks prior to the general meeting.
46. Directors shall be elected by show of hands in the event of the number of nominations being less than the number of vacancies and by secret ballot in the event of there being more nominations than vacancies.
47. Prior to subsequent annual general meetings, one-third of Directors shall resign and nominations shall be sought in accordance with the procedure outlined in Article 45. Resigning Directors shall be eligible for re-election subject to Article 58 below.
48. After every annual general meeting, the Directors shall elect a Chairperson, Vice-Chairperson, Secretary, two Joint Treasurers and Chairpersons of the working groups established by the Board (the “**Working Groups**”).
49. The Directors shall have the power to co-opt up to three (3) additional Directors as they feel necessary in order to ensure proper representation from within the community across geography, age, gender and interest groups. These Directors will resign at the next annual general meeting and can be eligible for re-election.
49. The Directors may from time to time appoint a Chief Executive for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The Chief Executive shall have the right to attend all meetings of the Company.

50. No remuneration shall be payable under any circumstances to any of the Directors in respect of his or her services as Director, or on any Working Group of the Directors to which the Directors may delegate powers under Article 70. The Directors may be paid all travelling, hotel and other vouched out-of-pocket expenses properly incurred by them: (a) in attending and returning from meetings of the Directors or any Working Groups or general meetings of the Company or otherwise in connection with the business of the Company, and (b) wholly, exclusively and necessarily in connection with the business of the Company.
51. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
52. Without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including Working Groups; any such Working Group shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
53. 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.
54. The Company shall cause minutes to be entered in books kept for the purpose:-
- 54.1 of all appointments of officers made by the Directors;
 - 54.2 of the names of the Directors present at each meeting of the Directors and of any Working Group of the Directors;
 - 54.3 of all resolutions and proceedings at all meetings of the Company and, of the Directors and of Working Groups of the Directors.

POWERS OF ATTORNEY

55. The Company may, from time to time and at any time by power of attorney appoint any company, firm or person, whether nominated directly or indirectly by the Directors, empower any person, either generally or in respect of any specified matters, to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.
56. Any attorney appointed under Article 55 shall be so appointed 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 conditions as the Directors may think fit, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

DISQUALIFICATION OF DIRECTORS

57. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

58. Directors shall be elected for a term of three (3) years and may be elected for a second and third consecutive term of three (3) years. Directors may not serve more than three (3) terms of three (3) years in total.
59. A retiring Director shall be eligible for re-election.
60. The Company, at a meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Director has been put to the meeting and lost.
61. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three (3) nor more than twenty one (21) days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his willingness to be elected.
62. 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.
63. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his period of office, 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 and the Company.
64. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 63. Without prejudice to the powers of the Directors under Article 65, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
65. The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS

66. The 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 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.

67. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be fifty percent (50%) of the Directors plus one Director.
68. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
69. If at any meeting the chairperson is not present within five (5) minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.
70. The Directors may delegate any of its powers to Working Groups consisting of such member or members of the Directors and such other persons as they think fit, and any Working Group so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
71. The Directors may appoint the chairperson of any Working Group; if no such chairperson is elected, or if at any meeting of a Working Group the chairperson is not present within five (5) minutes after the time appointed for holding it, the members of the Working Group present may choose one of their number to be chairperson of the meeting.
72. A Working Group may meet and adjourn as it thinks proper. Questions arising at any meeting of a Working Group shall be determined by a majority of votes of the members of the Working Group present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
73. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Working Group shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
74. A resolution in writing (in electronic form or otherwise), signed (whether by electronic signature, advance electronic signature or otherwise as approved by the Directors) by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last Director.
75. A meeting of the Directors or of a Working Group established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the Working Group who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
 - 75.1 a Director or member of the Working Group taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - 75.2 such a meeting shall be deemed to take place:

- (a) where the largest group of those participating in the conference is assembled;
 - (b) if there is no such group, where the chairperson of the meeting then is;
 - (c) if neither sub-paragraph (a) or (b) applies, in such location as the meeting itself decides.
- 76. The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control. In particular, without prejudice to the generality of the foregoing:-
 - 76.1 the Directors shall ensure that the board of directors of the Company formally adopts and adheres to appropriate codes of practice and conduct from time to time;
 - 76.2 the Directors shall have regard to any applicable ethical and other considerations specified for the governance of Irish charitable entities, as updated and revised from time to time;
 - 76.3 the Directors shall ensure that the board of directors of the Company reviews its policies, performance and practice from time to time; and
 - 76.4 the Directors shall ensure that the board of directors of the Company arranges for all newly appointed Directors to be briefed on their responsibilities as Directors and on the appropriate codes of practice and conduct that should govern and inform the discharge of their duties.

DISCLOSURE OF INTERESTS

- 77. On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as “**Interests**”) which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in Article 79 to make specific disclosure of Interests which obligation must always be complied with.
- 78. Each Director shall declare at a meeting of the Directors of the Company the nature of his or her Interests in:
 - 78.1 any initiative taken by the Company; or
 - 78.2 any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in Article 80 is directly or indirectly involved; or
 - 78.3 any matter from which the Director, or a person connected with a Director as defined in Article 80, may stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company.
- 79. The said Director shall be entitled to make a statement to the board of directors of the Company on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such matters described in (1) to (3), above, in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the board

of directors of the Company by the Chairperson of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

80. A Director shall be deemed to have an Interest for the purpose of Article 79 where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is:
- 80.1 that Director's spouse, civil partner, parent, brother, sister, child or step-child, other relative or co-habitee;
 - 80.2 a body corporate controlled by a Director within the meaning of subsections (3) to (7) of section 220 of the Act;
 - 80.3 a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at sub-paragraph 80.1 or 80.2 above; and
 - 80.4 a person acting as a partner of a Director or of any of the persons at sub-paragraphs 80.1 to 80.3 above.
81. A register of members'/Directors' interests shall be maintained by the Directors and shall include such interests as may be declared in accordance with Article 78 and 79.
82. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in section 235 of the Act for any Director or officer, past or present, of the Company.

SECRETARY

83. 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.
84. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

85. The seal shall be used only by the authority of the Directors and every instrument to which the seal shall be affixed shall be affixed by any one of
- 85.1 a Director;
 - 85.2 the Secretary; or
 - 85.3 any other person authorised to sign by:
 - (a) the Directors; or
 - (b) a person with the authority to use the seal under paragraph 85.1 above,

and the signature or countersignature of a second such person shall not be required.

ACCOUNTS

86. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
87. The accounting records shall be kept at the registered office or, subject to section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
88. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
89. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
90. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one (21) days before the date of the annual general meeting, be sent, by post, electronic mail or any other means of electronic communication, to every person entitled under section 338(1) of the Act to receive them, provided that in the case of those documents sent by electronic mail or any other means of electronic communication, such documents shall be sent with the consent of the recipient, to the address of the recipient notified by the Company by the recipient for such purposes.

AUDIT

91. Statutory auditors shall, if required by the Revenue Commissioners or otherwise by the Act or by law, be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

92. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.
93. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - 93.1 every member;
 - 93.2 every person being a personal representative or the Official Assignee in a bankruptcy of a member whether the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

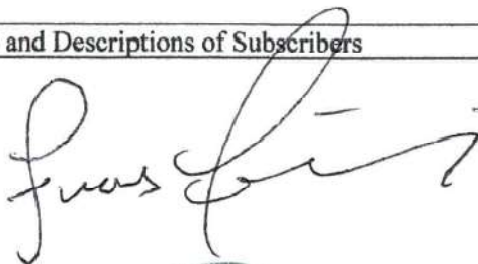
93.3 the statutory auditor for the time being of the Company.

94. Any requirement in these Articles for the consent of a member in regard to the receipt by such member of electronic mail or other means of electronic communications approved by the Directors, including the receipt of the Company's audited accounts and the auditor's reports thereon, shall be deemed to have been satisfied where the Company has written to the member informing him/her of its intention to use electronic communications for such purposes and the member has not, within four (4) weeks of the issue of such notice, served an objection in writing on the Company to such proposal. Where a member has given, or is deemed to have given, his/her consent to the receipt by such member of electronic mail or other means of electronic communications approved by the Directors, he/she may revoke such consent at any time by requesting the Company to communicate with him/her in documented form provided however that such revocation shall not take effect until five (5) days after written notice of the revocation is received by the Company.

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
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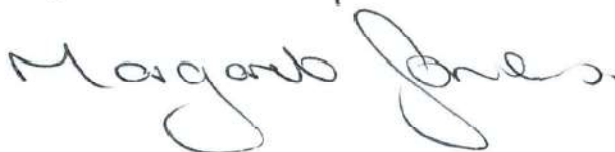
Francis Fanning, Farmer
Ahullen, Inch Gorey Co. Wexford.



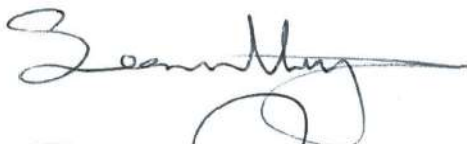
Noel Murphy, Grocer
Kilanerlin, Gorey, Co. Wexford.



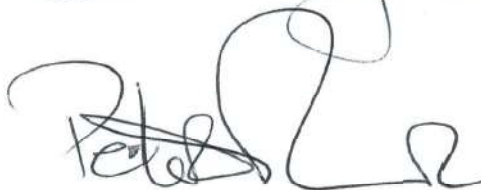
Margaret Jones, Insurance Official
Pallas Gorey, Co. Wexford.



Seamus Hughes, Sales Manager
Tinnock, Gorey, Co. Wexford.



Peter O'Connor, Geophysicist
Kilanerlin, Gorey, Co. Wexford.



Mary D'Arcy, Housewife
Rathpierce, Gorey, Co. Wexford.



Dated this 1st day of FEBRUARY 2023

Witness to the above signatures: -

Address of the witness

Geraldine Reid
KILANERLIN
GOREY
CO. WEXFORD

[illegible]