

COMPANIES ACTS 1963-2013

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

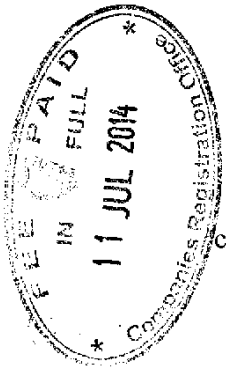
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OF

BROTHERS OF CHARITY SERVICES IRELAND LIMITED

1. The name of the Company is **BROTHERS OF CHARITY SERVICES IRELAND LIMITED** (in this Memorandum of Association referred to as “the Company”).
2. The principal objects for which the Company is established are:
 - a. In fidelity to the mission of the Congregation of the Brothers of Charity in Ireland and to the social teaching of the Catholic Church, to support each person with an intellectual disability who avails of the Company’s Services, to live the fully integrated holistic life to which each aspires, as a family member, as a member of a local community and a citizen of Ireland and to provide such services and supports as will help and assist each person in the attainment of these goals;
 - b. In accordance with the ethos and objectives of the Congregation of the Brothers of Charity in Ireland, to promote equality of esteem and improve quality of life for persons who are marginalised or at risk of marginalisation, to promote the provision of quality services to support such person(s) and to promote the creation of opportunities for each such person to develop and enrich their lives in a community and society where all members are fully valued and cherished;
 - c. In fidelity to the mission of the Congregation of the Brothers of Charity and within available resources to endeavour to provide services for the improvement of the quality of life of and the general betterment of all people suffering from any learning, physical or mental disability, but without discrimination on any grounds of disability, age, colour, creed, political views, race or social status, which services shall include (but are not limited to) the provision of education, social, welfare, health and rehabilitation services, the provision of training, care and accommodation facilities for all such persons and the provision of training, instruction and education to them; and to provide such services to such other persons and/or groups as the Members of the Company may from time to time consider appropriate
 - d. To promote and act at all times in the spirit and ethos of the Congregation of the Brothers of Charity and/or its Founder, Peter Joseph Triest; to work and co-operate with all to achieve a fair,



balanced and equal Society with particular emphasis on the Spiritual growth and development of each person who avails of the services provided by the Company; to support and assist each person to practice and participate in their own particular faith and tradition except where that faith or tradition actively conflicts with, opposes or offends the ethos of the Congregation of the Brothers of Charity; to respect and acknowledge other faiths and traditions and/or respect and treat equally persons of other faiths and traditions and/or those with no religious beliefs, save that the Company shall not engage in any discrimination whatsoever and in particular on religious grounds.

- e. (i) To provide programmes of training, teaching, education, instruction and advice for all persons who receive and/or avail of the services provided by the Company;
- (ii) To co-operate with other statutory and voluntary bodies and agencies in the provision of its services;
- (iii) To enhance the development of local communities where services are provided by the Company, and to encourage those local communities to participate fully in the integration of marginalised members of their Community and to counter exclusion of any kind.

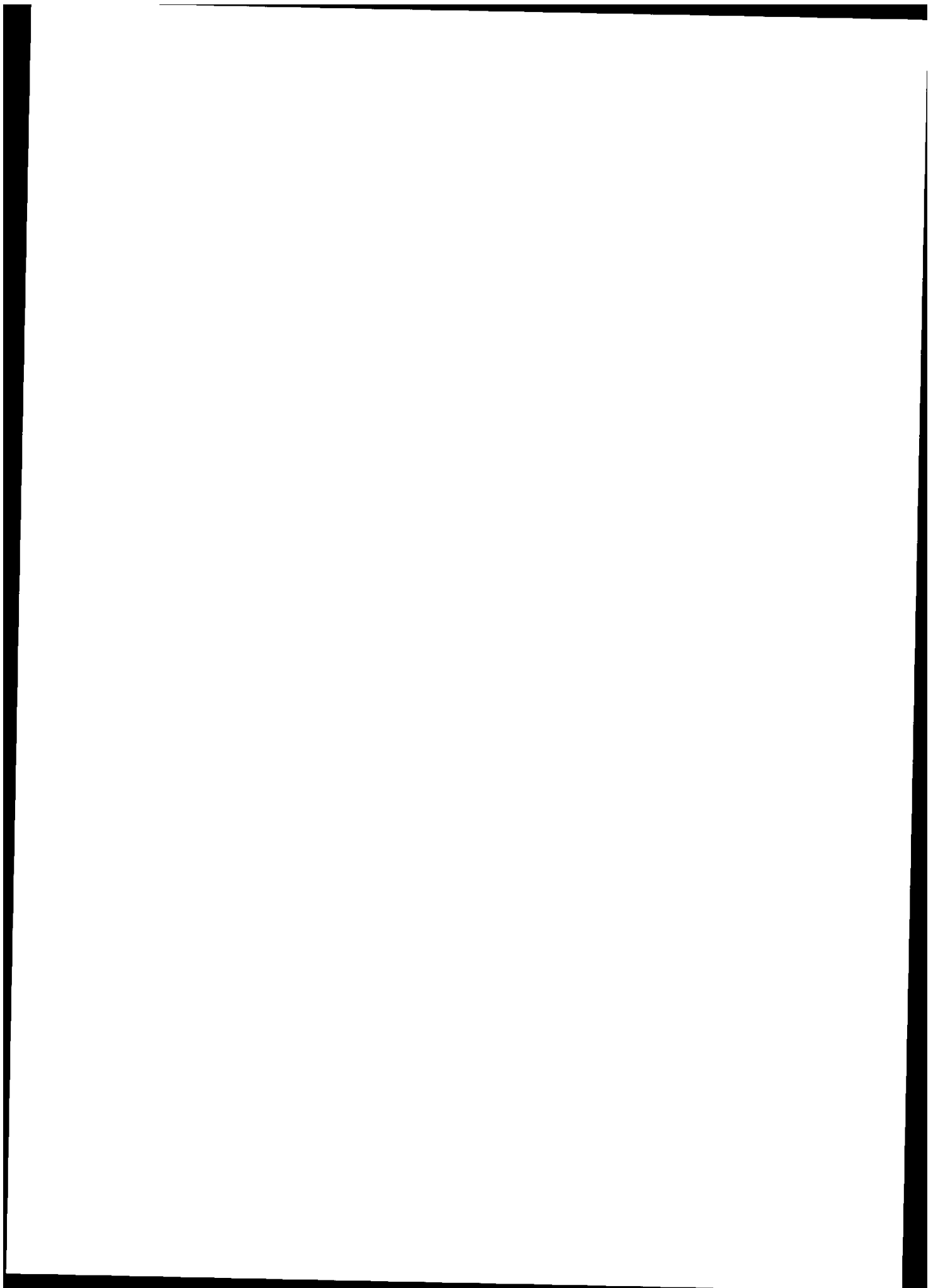
3. The Powers of the Company are:

- a. To acquire the asset of any Undertaking and to assume the obligations and liabilities of any Undertaking and the employees of any Undertaking.
- b. To act as consultant or advisor to any person, group or body engaged in the provision of services similar to those provided by the Company.
- c. To engage in any trade, business or activity and to undertake, provide and carry out any service and/or contract or works, and to provide any facility and engage in any research which, in the opinion of the Board of Directors, is necessary, advantageous or conducive and ancillary to the general business of the Company or any of its principal objects.
- d. To promote and advance the principal objects of the Company by organising, hosting and participating in conferences, seminars, public or private meetings, discussions, publications, websites, studies and surveys by such means, which in the opinion of the Board of Directors, are necessary, advantageous or conducive to the furtherance of the principal objects of the Company.
- e. To promote, establish, co-operate with, become a member of, or assist by advice or by grant of loans, donations or gift or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having objects or purposes wholly or partially similar to those of the Company.

- f. To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon the pursuit of the principal objects of the Company or any object which is ancillary to the principal objects of the Company.
- g. To accumulate substantial Capital for any purpose of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission shall be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- h. To invest and deal with the monies of the Company not immediately required in or upon such investments, Security or Properties as the Board of Directors may determine from time to time, subject always to such conditions (if any) that may be imposed from time to time and/or such consents (if any) as may be required by law and/or any Funding Agency that may provide funding to the Company for the purposes of pursuing its principal objects.
- i. To take over, purchase, lease, exchange, hire or otherwise acquire any real or personal, leasehold or intellectual property, and sell or dispose of the Undertaking of Property of the Company or any part thereof for such consideration as the Company may think fit; to lease, mortgage, exchange, develop, enfranchise, turn to account or otherwise deal with all or any of the Property and rights of the Company.
- j. To apply for, draw down and secure Grants for the purposes of and/or raising of money by the Company for or in connection with its principal objects.
- k. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and to purchase, redeem and pay off such securities, provided that such borrowing or security are effected for the purposes of advancing the principal objects of the Company;
- l. To act as Trustees of any Property, real, personal or intellectual, for any purpose that may seem conducive to the furtherance of the principal objects of the Company and to undertake and administer any charitable trusts;
- m. To guarantee the performance of Contracts or obligations and the repayment of monies borrowed by the Company;
- n. To engage in any kind of publicity for the purpose of promoting and furthering the objects of the Company and to print, publish, distribute (including but not limited to electronic distribution) and disseminate information or the printing, publication and distribution of any literature, newspapers, periodicals, books or leaflets and the making and distribution of any cinematographic film, or video format in

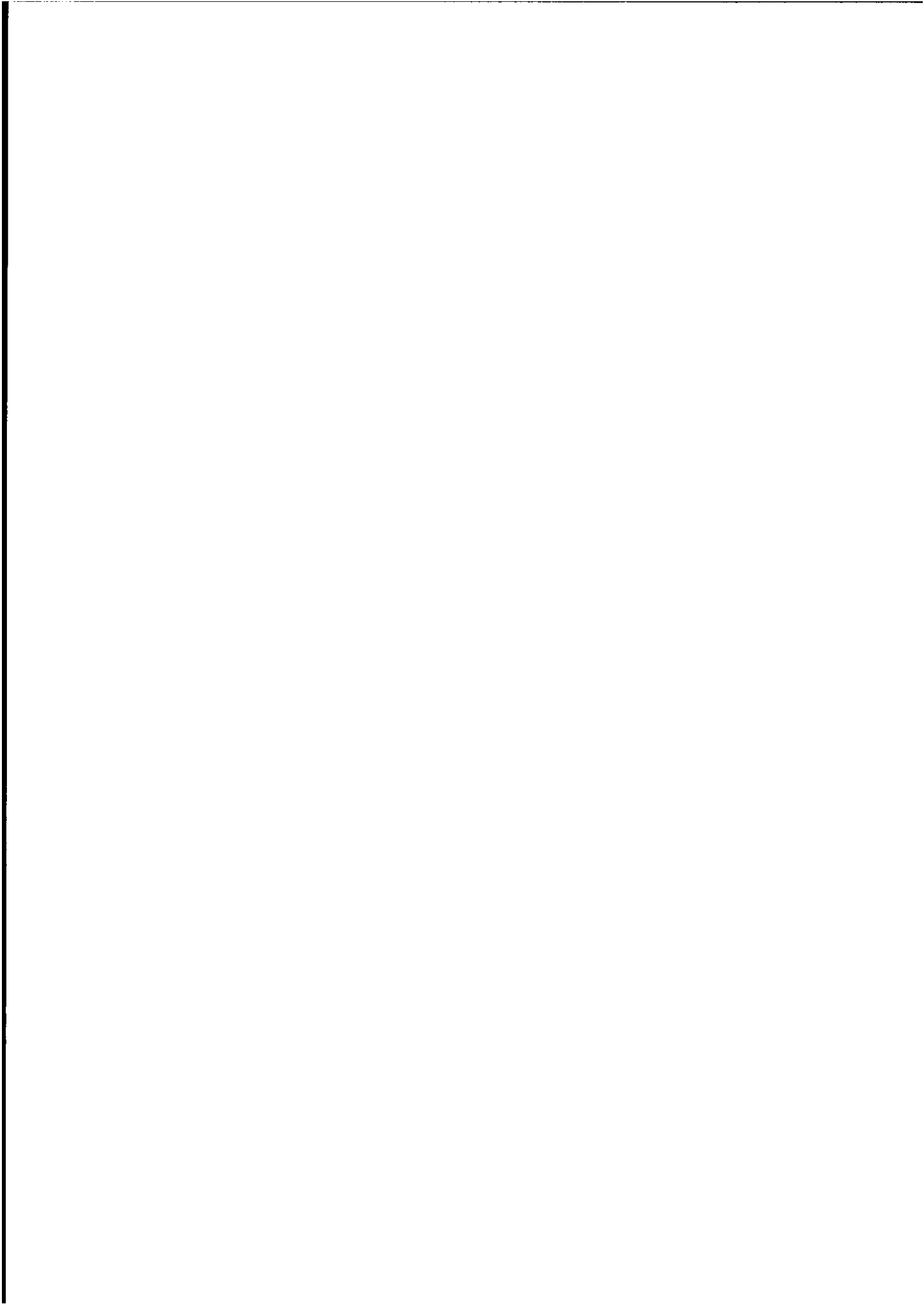
whatsoever medium, including but not limited to social media, as the Company may think fit.

- o. To promote, join in, commence, oppose or defend any proceedings or applications which may, directly or indirectly, affect (whether beneficially or adversely) the interests of the Company.
- p. To employ such personnel as the Company may think desirable or necessary for the furtherance of its objects;
- q. To open, maintain, operate and/or close an account or accounts with a Bank or Banks or similar financial institutions and to draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- r. Subject to the provisions of Clause 7 of this Memorandum, to employ any person, firm or company which in the opinion of the Board of Directors is necessary to the Company's business and/or the provision of services by the Company and/or is ancillary to any of its principal objects and to remunerate any such person, firm or company so employed.
- s. To enter into any agreement or arrangement with any Government, State or Local Authority, supreme, municipal, local or otherwise or any entity, corporation, company, body, association or person which, in the opinion of the Board of Directors of the Company, is advantageous and/or necessary to further any of the objects of the Company.
- t. Subject to the provisions of Clause 7 of this Memorandum and as hereinafter set out, to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee or to the wives, husbands, children or other dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a Pension Scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such Pension Scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid or their spouse or parent has been a member of the Pension Scheme while employed by the Company and to make payments towards insurance and to form and contribute to Provident and benefit funds for the benefit of any persons employed by the Company and to subscribe to or support any charitable, benevolent or other institution.
- u. To support and subscribe to any Charity, Institution, Society or Club, which in the opinion of the Board of the Directors of the Company, is or shall benefit the Company in the furtherance of its principal objects and/or which benefits any of the recipients/beneficiaries of the services provided by the Company.



- v. To acquire and become registered owners/proprietors of copyrights and trademarks and any other form of Intellectual Property, being incidental to or conducive to the attainment of the Company's objects;
 - w. To do all of any of the above things 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;
 - x. To do all such other lawful things and to exercise all other powers as are incidental to or are considered by the Company to be desirable or conducive to the attainment of the objects of the Company insofar as they may be done by a person or persons established for charitable purposes and not otherwise;
4. **PROVIDED THAT:**
- (i) The Company shall not support with its funds, or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which if an object of the Company would make it a trade union;
 - (ii) The powers set out in Clause 3 shall not be construed in any way so as to render any of the objects otherwise than exclusively charitable.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the Assets of the Company, in the event of same being wound up while he or she is a member or within one year after he or she ceases being a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding €1.00.
7. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and for the purposes of the Company as set forth in this Memorandum of Association. No portion of the Company's income or property shall be paid or transferred directly or indirectly, by way of bonus or otherwise, howsoever by way of profit, to the members of the Company. No Director shall be appointed to any office of the Company, paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. However nothing shall prevent any payment, in good faith, by the Company of:
- (i) Reasonable and proper remuneration to any member, officer or servant of the Company for any services actually rendered to the Company;
 - (ii) Interest at a rate not exceeding five per cent per annum (5%) on money lent by Directors or other members of the Company to the Company;

- (iii) Reasonable and proper rent for premises demised or let by any member of the Company (including any Director) of the Company;
 - (iv) Reasonable and proper out-of-pocket expenses incurred by any member, including a Director, in connection with his/her attendance to any matter affecting the Company.
- 8. If upon the winding up or dissolution of the Company, there remains after the satisfaction of all debts and liabilities any property whatsoever, whether real or personal or intellectual, no part of such property shall be given to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent that is at least as great as is imposed on the Company under or by virtue of Clause 7, such institution or institutions to be determined by the members of the Company; and if and so far as effect cannot be given to such provisions, then to some charitable object. If the members cannot determine such institution or institutions, such determination shall be made by the Commissioners for Charitable Donations and Bequests.
- 9. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association of the Company for the time being in force unless the same shall have been previously submitted to and approved by:
 - (i) In the case of the Memorandum of Association, the Revenue Commissioners;
 - (ii) The Minister for Enterprise and Employment (where a Licence is granted by the Minister for Enterprise and Employment to the Company in pursuance of Section 24(8) a & b of the Companies Act 1963 to *dispense with the requirement to use the word "Limited"* in its title and such a Licence has not been withdrawn).
- 10. The Company shall make available to the Revenue Commissioners and such other regulatory authorities governing charities in Ireland annual audited Accounts of the Company together with a Report of the Directors and Auditors.



COMPANIES ACTS 1963-2013

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

BROTHERS OF CHARITY SERVICES IRELAND LIMITED

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2013 shall apply to the Company, save insofar as they are excluded or varied hereby.

1. (a) In these Articles:

“The Act” means the Companies Acts 1963-2013.

“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 include any person occupying the position of Director by whatever name called;

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

“The Seal” means the Common Seal of the Company;

“The Office” means the Registered Office of the Company for the time being.

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 physical form.

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

1. (b) The Company is a private Company Limited by Guarantee and accordingly:

- a. Any invitation to the public to subscribe for shares or debentures of the Company is prohibited;
- b. The Company shall not have power to issue share warrants to Bearer.

2. **GENERAL MEETINGS**

All General Meetings of the Company shall be held in the State.

3. (a) The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
 - (b) So long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the year following. Subject to Article 2, the Annual General Meeting shall be held at such time and place as the Directors shall appoint.
4. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
5. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such Requisition or in default may be convened by such Requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any two Directors or any three 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

- 6.(a) Subject to Sections 133 and 141 of the Companies Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one 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 seven 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 day, the place and the hour of the meeting and, in the case of Special Business, the general nature of that business and shall be given in a manner authorised by these Regulations/Articles to such persons as are under the Regulations/Articles of the Company entitled to receive such notices from the Company.
- 6 (b) Notice may be given by the Company to any member either (i) personally (ii) sending it by post to him/her/them to their registered address or (iii) transmitting it by electronic mail or other electronic methods of writing (which shall include publishing the Notice on any electronic platform to which members of the Company shall have access). 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 effected, in the case of the Notice of a Meeting, at the expiration of 24 hours after the letter containing the same was posted, and in any other case the Notice shall



be effective upon dispatch personally or by electronic mail or other electronic method of writing. Article/Regulation 68 of Table C shall accordingly be deleted in its entirety.

7. 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 such notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. 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, two members present in person shall be a quorum.
9. A Member may not vote in respect of any matter or item in which he/she/they has/have an interest either personally or by virtue of his/her/their association with any other person, body corporate, body or organisation, including a Contract, appointment or arrangement in which he/she/they are interested, and he/she/they shall not be counted in the quorum present at the meeting.
10. A Director may not vote in respect of any items in which he/she has an interest, including a Contract, appointment or arrangement in which he/she is interested, and he/she shall not be counted in the quorum present at the meeting.
11. All business shall be deemed special, that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of Accounts, Balance Sheets and Reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the Retiring Auditors and the fixing of the remuneration of the Auditors. The following matters are reserved functions of the Board of Directors of the Company, namely:-
 - a. Establishing a clear scheme of delegation of accountability from the Board of Directors of the Company to the Chief Executive Officer appointed and employed by the Company;
 - b. Approval of a strategic and annual service plan;
 - c. Approval of annual budgets of the Company;
 - d. Significant procurement of Contracts, acquisitions, disposals and retirement of Assets of the Company or its subsidiaries;
 - e. Prior approval of such major Contracts exceeding the quantitative thresholds for such Contracts as may be determined by the Board from time to time and approval of the terms of major Contracts;
 - f. Establishing and maintaining Risk Management Policies;

- g. Determining and deciding Senior Management remuneration and compliance with public pay policy and consolidated pay scales for the health sector published by the Department of Health from time to time;
 - h. Ensuring compliance with health sector pay policy for all of its staff;
 - i. Approval of annual reports and audited financial statements;
 - j. Approval of annual Section 38 Agency Compliance Statement(s) prior to its/their submission on behalf of the Company to the HSE;
 - k. Appointment of the Chief Executive Officer of the Company, assessment of the performance of and succession planning for the said Chief Executive Officer.
12. If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
13. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall appoint one of their number to be Chairman of the meeting, save that the Chief Executive Officer of the Company shall not preside as Chairman of the meeting.
14. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall appoint one of their number to be Chairman at the meeting save that the Chief Executive Officer of the Company shall not act and/or preside as Chairman of any such meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present, shall as 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 thirty 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 any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. 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 as a result of the show of hands) demanded,:-

- a. By the Chairman;
- b. By at least four Directors present in person or by proxy;
- c. By any Member or Members present in person representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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

17. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
18. A poll demanded on the appointment of the Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with, pending the taking of the poll.
19. 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.
20. Subject to Section 141 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 a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at the 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.

VOTES OF MEMBERS

21. Every Member shall have one vote.
22. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that Court, and any such committee, receiver, guardian or other person may vote by proxy or on a show of hands or on a poll.
23. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or

tendered, and every vote not disallowed at such a meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

24. Votes may be given either personally or by proxy.
25. The Instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointor 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.
26. The Instrument appointing a proxy and 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 forty eight 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.
27. An Instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances permit:

Brothers of Charity Services Ireland Limited

I/we

Of

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

Of

Or failing him/her

of

As my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held

on the day of 20

And at any adjournment thereof.

Signed this day of 20

* This form is to be used in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he/she thinks fit.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. 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, revocation or

transfer 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

30. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than seven (7) and no more than sixteen (16).
31. 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 and where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of 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.

ROTATION OF DIRECTORS

- 32 (i) At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
- (ii) The Directors to retire in every year shall be those who have been identified by the Committee appointed by the Board ("the Nominations Committee"). The Nominations Committee shall comprise such members of the Board of Directors as the Board so appoints and shall identify and select the Directors to retire and / or be appointed having regard to the required balance of skill, gender and experience within the Board and to ensure orderly succession of appointments to the Board.
- (iii) A Director shall automatically retire at the expiration of a three year term of membership of the Board. On the completion of this term of three years, such Director is eligible for re-appointment. No Director shall serve more than three consecutive three year terms.
- (iv) The Company at the meeting at which a Director retires, may fill the vacated office by electing a person thereto (such person having been identified by the Nominations Committee as aforesaid), and in default the retiring Director shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
- (v) No person other than a Director retiring at the meeting, shall be eligible for election and / or re-election to the office of Director at any General Meeting unless, not less than three and not more than twenty days before the date



appointed for the meeting, there has been left at the Office notice in writing, signed by the Chairperson of the Nominations Committee of their intention to propose such a person for election and also notice in writing signed by that person of his/her willingness to be elected.

- (vi) 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.
 - (vii) The Company may by ordinary Resolution of which extended notice has been given in accordance with Section 142 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.
 - (viii) The Company may by Ordinary Resolution (having consulted with the Nominations Committee) appoint another person in place of a Director removed from office under these Articles without prejudice to the powers of the Directors under these Articles and the Company at General Meeting may appoint (having consulted with the Nominations Committee) any person to be a Director, either to fill a casual vacancy or as an additional Director. The person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he had been appointed was last elected a Director.
 - (ix) A person shall not be appointed as a Director without the prior approval of the Nominations Committee.
33. (a) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four.
- (b) The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number (provided that any additional Directors so appointed have the prior approval of the Nominations Committee and the consent of the Members) or of summoning a General Meeting of the Company, but for no other purpose.
 - (c) At the first meeting of Directors immediately following the Annual General Meeting of the Company, the Directors shall elect as Chairman of their Board the person nominated by the Nominations Committee and approved by the Company at General Meeting. The period for which he/she is to hold office will be that approved by the Nominations Committee and approved by the Company at its General Meeting.

34. The Directors may delegate any of their powers to Committees consisting of such member or members of the Board and such member or members of the Company as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any directions and / or regulations that may be imposed on it by the Directors.
35. A Committee may elect a Chairman of its meetings and if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
36. The Directors shall establish an Audit Committee to assist the Board by providing an independent and objective review of financial information and data, the Company's financial reporting process, the Company's management and financial risks, prevention of corruption and waste, a system of internal control and an internal and external audit process. The Board shall ensure that the Audit Committee so established has the required financial expertise and qualification.
37. 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 Chairman shall have a second or casting vote.
38. All acts done by any meeting of the Directors or of a Committee of Directors or of any Committee appointed by the Board 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.
39. 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 and effective as if it had been passed at a meeting of the Directors duly convened and held.
40. The office of a Director shall be vacated if the Director:-
 - a. Is adjudged bankrupt in the State or in any part of the world or makes any arrangement or composition with his/her creditors generally;
 - b. Becomes the subject of a Restriction Order made pursuant to Section 150 of the Companies Act 1990;
 - c. Becomes the subject of a Disqualification Order made pursuant to Section 160 of the Companies Act 1990;
 - d. In the opinion of all his/her co-Directors becomes incapable (as certified by two independent suitably qualified medical practitioners) by reason of mental disorder of discharging his/her duties as Director;



- e. Resigns such office by notice in writing to the Company;
 - f. Is convicted of an indictable offence (other than an offence under the Road Traffic Acts for which he is not sentenced to imprisonment and actually imprisoned) and as the Directors otherwise determine;
 - g. Is removed from the office by a Resolution duly passed pursuant to Section 182 of the Act or under the provisions of these Articles;
 - h. Is in breach of the Code of Conduct of Directors prepared and adopted by the Company from time to time;
 - i. Is in breach or does not comply with provisions equivalent to those set out in the Ethics in Public Office Act 1995 and/or the Standards in Public Office Act 2001.
41. The Directors shall not be entitled to remuneration by the Company for service as a Director but may be paid all reasonable 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 at any general meetings of the Company or in connection with the business of the Company. The provisions of Clause 7 of the Memorandum of Association shall apply regarding payment to Directors.
42. The Directors may from time to time and at any time by Power of Attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they think fit, and any such Power of Attorney may contain such provisions for the protection 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 him/her.
43. The Company may exercise the powers conferred by Section 41 of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.
44. A Director who is in any way, whether directly or indirectly, interested in a Contract or a proposed Contract by the Company, shall declare the nature of his/her interest at a meeting of the Directors in accordance with Section 194 of the Act.
45. A Director shall not be an Employee employed by the Company, or a Contractor or Sub-Contractor of the Company and shall not hold any other office or position of profit from the Company.
46. A Director may not act by himself/herself or his/her firm in a professional capacity for the Company.

47. 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.
48. The Directors shall cause minutes to be made in books provided for the purpose:
- a. Of all appointments of officers made by the Directors;
 - b. Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - c. Of all resolutions and proceedings at all meetings of the Company and of the Directors and Committees of Directors.

SECRETARY

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

THE SEAL

51. 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.

DIVIDENDS

52. The Company shall not declare Dividends.

ACCOUNTS

53. The Directors shall cause proper books of account to be kept relating to:
- a. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - b. All sales and purchases of goods by the Company;

- c. The assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

The Books of Account shall be kept at the Office or, subject to Section 147 of the Companies Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

- 54. 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 a right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- 55. The Directors shall from time to time, in accordance with Sections 148, 150, 157 and 158 of the Companies 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 Sections to be prepared and laid before the Annual General Meeting of the Company.
- 56. 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 Auditors' report shall, not less than twenty one days before the date of the Annual General Meeting be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

- 57.
 - a. Auditors shall be appointed and their duties regulated in accordance with Sections 160-163 of the Act.
 - b. The Directors shall appoint an Audit Committee to assist them in fulfilling their duties and that Audit Committee so appointed shall provide an independent and objective review of the accuracy of financial information and / or data prepared and / or received by the Company, financial reporting process within the Company, the processes / systems in place within the Company on the management of financial risks, prevention of corruption and waste and a system of internal control and an internal and external audit process. The Audit Committee shall prepare reviews of these matters annually.
 - c. The Auditor appointed by the Company shall not be a member of the Audit Committee.

NOTICES

58. A member who has no registered address in the State or in the United Kingdom of Great Britain and Northern Ireland and has not supplied to the Company an address within the State or the United Kingdom of Great Britain and Northern Ireland for the giving of notices to him/her shall not be entitled to receive any notices from the Company but shall be bound by every notice or document served by the Company of every member who has supplied such an address.
59. The signature to any notice to be given by the Company may be written or printed.
60. A notice may be given by the Company to any member either personally or by sending it by post to him/her to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and have been effected 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.
61. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- a. Every member;
 - b. Every Director;
 - c. The Auditor for the time being of the Company.

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

62. If, upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities, any property whatsoever, whether real or personal, no part of such property shall be given to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having principal objects similar to the principal object of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent that is at least as great as is imposed on the Company by virtue of Clause 8 of the Memorandum of Association, such institution or institutions to be determined by the members of the Company and if and so far as effect cannot be given to such provisions, then to some charitable object. If the members cannot determine such institution or institutions, such determination shall be made by the Commissioners for Charitable Donations and Bequests.

INDEMNITY

63. Subject to the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the Assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the

duties of his/her office or otherwise in relation thereto. In accordance with Section 200 (b) of the Companies Act 1963, the Company may purchase and maintain for any of its officers or auditors insurance in respect of any liability for negligence, default, breach of duty or breach of trust.

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