

THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

-Of-

FORÓIGE THE NATIONAL YOUTH DEVELOPMENT ORGANISATION

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is Foróige the National Youth Development Organisation.

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 develop and implement a youth education programme complementary to the home, school and work to enable young people involve themselves consciously and actively in their own development and the development of society.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:-

- (a) to provide learning experiences designed to enhance human potential and foster the personal development of its members, young people, leaders, volunteers and others through involvement in its programmes, activities and events;
- (b) to foster the development by its members, young people, leaders, volunteers and others of essential knowledge, attitudes and skills necessary for effective living, especially in areas such as :
 - (i) family life
 - (ii) vocational development
 - (iii) recreational activity and
 - (iv) democratic, civic and social activity
- (c) to involve as volunteers, young people, parents and other adults in facilitating the development of themselves, of others and of their communities.

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 apply, petition for or promote any Act of the Oireachtas or other legislation with a view to the promotion of the Main Object.
- 5.7 Subject to clause 6, 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, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 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 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.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.12 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.
- 5.13 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.
- 5.14 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 any of 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 and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two (2) years for any purposes.
- 5.15 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.
- 5.16 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.
- 5.17 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.
- 5.18 To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity Directors or 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, unless the Directors concerned knew that, or

were reckless whether, the act of omission was a breach of trust or breach of duty.

- 5.19 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.
- 5.20 To adopt such means of making known the products and 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.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.23 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.24 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.25 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 the Main Object.
- 5.26 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.27 To establish and maintain links with international and national organisations having similar objectives.
- 5.28 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.29 To do all or any of the things and matters aforesaid in any part of the world and to do all or 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.

PROVIDED THAT:

In case the Company will take or hold any property which is subject to the jurisdiction of the Charities Regulatory Authority, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law;

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;

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

- a. The income and property of the Company shall be applied solely towards the promotion of Main Object 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.
- b. 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 or servant of the Company (not being a Director) for any services rendered to the Company;
 - (ii) 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;
 - (iii) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (iv) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (v) 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;

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. Winding Up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed

among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects 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 its or their income and property among its or 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 company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. Additions, Alterations and Amendments

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

No amendments of any kind shall be made to the provisions of clauses 6 and 7 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 6 and 7 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 and of the Companies Act 2014.

9. Limited Liability

The liability of the members is limited.

10. Guarantee

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

- (i) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expense of winding up; and
- (ii) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

11. Keeping Accounts

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

ARTICLES OF ASSOCIATION

1. The optional provisions (as that term is defined by section 1177(2) of the Act shall apply to the Constitution of the Company save to the extent that they are disappplied, modified or supplemented by these Articles of Association.

2. In these Articles:-

the “2009 Act” means the Charities Act 2009;

the “Act” means the Companies Act 2014;

“Board” means the members for the time being of the Board of Directors hereby constituted;

“Directors” means the directors for the time being of the Company or the directors present at a meeting of the Directors and includes any person occupying the position of Director by whatever name called;

“even years” means calendar years which are divisible by two (for example; 2016, 2018);

“odd years” means calendar years which are not divisible by two (for example; 2015, 2017);

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

“Seal” means the common seal of the Company;

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

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

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

In these Articles, words importing the masculine gender shall import the feminine and vice versa or neuter where appropriate.

MEMBERSHIP

3. For the purposes of registration the number of members of the Company is declared to be 8 but the Directors may increase the number of members from time to time.
4. The subscribers to the Memorandum of Association of the company and such other persons as shall be admitted to membership in accordance with these Articles shall be the members of the company and shall be entered in the Register of Member accordingly.

The members shall consist of (i) Club Volunteer Leader members (ii) Project/Programme Volunteer Leader members (iii) Reference Panel Representative members (iv) Specialist Volunteer members and (v) Honorary members

- 4.1 Club Volunteer Leader members shall represent groups of persons forming Foróige clubs, Foróige Juniors, Foróige Special Interest groups and such other clubs as will be determined from time to time by the Directors in accordance with regulations determined by the Directors. There shall be a maximum of 35 Club Volunteer Leader members.
- 4.2 Project/Programme Volunteer Leader members shall represent groups of persons volunteering in Projects and programmes in accordance with regulations determined by the Directors. There shall be a maximum of 21 Project/Programme Volunteer members.
- 4.3 Reference Panel Representative members shall represent groups of persons under the age of 18 in accordance with regulations determined by the Directors. There shall be a maximum of 21 Reference Panel Representative members.
- 4.4 Specialist Volunteer members being such persons as the Directors may from time to time decide to appoint to membership of the Company in recognition of their specialist skills in pursuit of the main object of the Company. There shall be a maximum of 5 Specialist Volunteer members.
- 4.5 Honorary members being such persons as the Directors may unanimously from time to time decide to honour with lifetime membership of the Company in recognition of their services in pursuit of the main object of the Company.

Save as set out in these Articles, all classes or categories of members shall be elected in such manner, for such period and upon such terms and conditions as the Directors may prescribe in bye-laws from time to time.

Members shall have the right to receive notice of all General Meetings of the Company and to attend and vote thereat save that Honorary members shall not be entitled to vote.

5. Membership of the Company shall cease:

- 5.1 on the member's death;
- 5.2 if the member resigns by notice in writing to the secretary at the Company's Office;
- 5.3 if the Directors resolve that the person shall cease to be a member on the grounds that:
 - (a) the conduct or actions of the person has brought the good name of the Company into disrepute;
 - (b) the person has failed to adopt or promote the principles and policies of

the Company;

- (c) the person has ceased to be an active participant in the activities of the Company;
- (d) or on such other grounds as in the opinion of the Directors justifies the cessation of membership and notice in writing of such decision is given to that person by prepaid post to the address given in the register of members;

5.4 in the manner prescribed by the Directors in bye-laws from time to time.

- 6. The rights of every member shall be personal and shall not be transferable, transmissible or chargeable by his or her own act, by operation of law or otherwise.

GENERAL MEETINGS

- 7. 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 notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- 8.
 - (a) An annual general meeting or extraordinary general meeting of the Company may be held inside or outside the State provided that if an annual general meeting or extraordinary general meeting is held outside the State then, unless all of the members entitled to attend and vote at such meeting consent in writing to its being held outside of the State, the Company shall make, at its expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.
 - (b) A general meeting of the Company may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate. Members participating by any such means shall be counted in the quorum.
- 9. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 10. Such members of the public may be admitted to any General Meeting of the Company as the Directors may decide.
- 11. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 178 of the Act.
- 12. Subject to section 181 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and hour of the meeting and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive such notices from

the Company, but with the consent of all the Members, or of such proportion of the same as is prescribed by section 191 of the Act, a meeting may be convened by such notice as those Members think fit.

13. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at any Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election or appointment of Directors, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
15. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as provided in Article 16 below, a majority of the Members present in person shall be a quorum.
16. If within half-an-hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the Members present shall be a quorum.
17. The Chairperson of the Company shall preside as chairperson at every General Meeting of the Company, but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting the Vice Chairperson shall chair the meeting and if neither the Chairman nor the Vice Chairperson is present within 15 minutes after the time appointed for the holding of the meeting the Directors present shall elect one of their members to be chairperson of the meeting. If, at any meeting, no Director is willing to act as chairperson or if no Director is present within 15 minutes of the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson of the meeting.
18. The chairperson may, with the consent of any General Meeting at which a quorum is present, (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting for which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

19.1 by the chairperson of the meeting; or

19.2 by at least three Members present in person.

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

The demand for a poll may be withdrawn.

20. Except as provided in Article 22, if a poll is duly 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 of the meeting at which the poll was demanded.
21. Where there is an equality of votes, whether on a show of hands or 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.
22. A poll demanded on the election of a chairperson of the meeting, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to Section 193 of the Act, a resolution in writing signed by all the Members 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.

VOTES OF MEMBERS

24. Every Member, save an Honorary member, shall have the right to vote but this is without prejudice to provisions of these Articles regarding the election of Directors. A Member shall have one vote.
25. 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.
26. Votes may only be given by members in person.

DIRECTORS

27. There shall be a Board constituted as follows:-
 - 27.1 At least 1 and not more than 6 members who shall be elected by and from among the Club Volunteer Leader members;
 - 27.2 At least 1 and not more than 3 members who shall be elected by and from among the Project/Programme Volunteer Leader members;

- 27.3 At least 1 and not more than 5 members who shall be elected from among the Specialist Volunteer members;
- 27.4 a Chairperson whose term of office has expired shall continue to be a member of the Board from the conclusion of the Annual General Meeting at which his or her term of office expires until the conclusion of the Annual General Meeting in the following year,
- 27.5 2 persons who shall be elected by and from among the Reference Panel Representative members shall be entitled, from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the Annual General Meeting in the following year, to receive notice of and to attend at meetings of the Board as observers and if during such term an observer reaches the age of 18 he/she shall automatically become a Director for the remainder of such term.

Unless and until otherwise determined by the members in General Meeting the number of Directors shall not be more than seventeen.

If at an Annual General Meeting at which Directors are being elected the Chairperson then in office is

- (i) a Club Volunteer Leader member, the number of directors to be appointed pursuant to Article 27.1 above shall not be more than 5;
 - (ii) a Project/Programme Volunteer Leader member, the number of directors to be appointed pursuant to Article 27.2 above shall not be more than 2.
 - (iii) a Specialist Volunteer member, the number of directors to be appointed pursuant to Article 27.3 above shall not be more than 4;
- 28. The members of the Board referred to in Articles 27.1, 27.2 and 27.3(each of whom is hereinafter referred to as an “elected Member of the Board”) shall be elected at the Annual General Meeting of the Company held in even years. They shall hold office for a period expiring on the second Annual General Meeting after their appointment whereupon they shall automatically retire. A retiring elected member of the Board shall be eligible for re-election. When an elected Member of the Board has served 2 terms of office he or she cease to be eligible for re-appointment (a “cessation”) until the second Annual General Meeting after a cessation, whereupon if re-appointed he or she shall hold office for a period expiring on the second Annual General Meeting after his or her re-appointment whereupon he or she shall automatically retire. The provisions regarding cessation and re-appointment will continue to apply seriatim.
 - 29. The observers referred to in Article 27.5 shall be elected by and from among the Reference Panel Representative members at the Annual General Meeting of the Company held in each year. Upon the expiry of their term of office they shall not be eligible for re-election.
 - 30. The members shall at Annual General Meetings in odd years elect a Chairperson from among the Directors who are Club Volunteer Leader members, Project/Programme Volunteer Leader members and Specialist Volunteer members. The Chairperson shall

hold office until the conclusion of the Annual General Meeting held in the second year after his/her appointment. When a Chairperson has served a term of office he or she cease to be eligible for re-appointment as Chairperson (a “cessation”) until the second Annual General Meeting after a cessation, whereupon if re-appointed he or she shall hold office for a period expiring on the second Annual General Meeting after his or her re-appointment whereupon he or she shall automatically retire. The provisions regarding cessation and re-appointment will continue to apply seriatim.

31. At the first meeting of the Board after the Annual General Meeting in each year the Board shall appoint a Vice Chairperson from among the Directors who are Club Volunteer Leader members, Project/Programme Volunteer Leader members and Specialist Volunteer members. If a Chairperson shall for any reason cease to hold office before the expiry of his or her term the person then holding the office of Vice Chairperson shall be Chairperson until the earlier of
 - (a) the expiry of the term for which the departing Chairperson would have continued in office but for such cessation (the “residual term”), and
 - (b) the date of an Extraordinary General Meeting, to be convened at the Board’s discretion, at which a by-election is held to appoint a new Chairperson for the residual term.

Any person taking office as Chairperson under this Article shall be eligible for re-appointment as Chairperson in accordance with the preceding Article.

32. The Company may by Ordinary Resolution of the Members, of which extended notice has been given in accordance with the provisions of the Act, remove any Director before the expiration of his or her term of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.
33. The Company may by Ordinary Resolution of the Members appoint another person in place of a Director removed from office under Article 32.
34. Any casual vacancy for the time being in the membership of the Directors shall be filled at the discretion of the Directors, by co-opting a member of the Company to fill such vacancy, provided that no member who is prohibited by Article 28 from serving a further term of office shall be eligible for co-option under this Article. A person who is co-opted under this Article shall hold office until the next Annual General Meeting of the Company when such person shall retire from office but shall, subject to Article 28, be eligible for re-election at that General Meeting.
35. The office of a Director shall be vacated if he or she:
 - 35.1 resigns his or her office by notice in writing to the Company;
 - 35.2 becomes of unsound mind;
 - 35.3 is adjudged bankrupt in Ireland or Northern Ireland or Great Britain or makes any arrangement with his or her creditors generally;
 - 35.4 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner required by Section 231 of the Act unless the Directors otherwise determine;

- 35.5 ceases to be a member of the Company;
- 35.6 ceases to be a member of the Foróige club, association or group, membership of which made him or her eligible for election to membership of the Company;
- 35.7 if the Foróige club, association or group, membership of which made him or her eligible for election to membership of the Company, ceases to be affiliated to the Company, provided however that this shall not apply to the Chairperson;
- 35.8 ceases to be qualified for the position of charity trustee by virtue of Section 55(1) of the 2009 Act;
- 35.9 by his or her conduct or actions has brought the good name of the Company into disrepute or has failed to adopt and promote the principles and policies of the Company.
- 35.10 is for more than 6 months absent, without the permission of the directors, from meetings of the directors held during that period.

BORROWING POWERS

- 36. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge (including by way of floating charge) its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

- 37. The business of the Company shall be managed by the Directors who may 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, being not inconsistent with the aforesaid provisions as may be given by the Company in General Meeting, but no direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 38. Without prejudice to the general powers and authorities conferred by Articles or any statute on the Board, the Board is hereby empowered to make, vary, repeal all such by laws as it may deem necessary or expedient or convenient for the proper management and conduct of the affairs of the company. The Board is also empowered to make, revoke or vary such by laws as it may deem necessary for the proper conduct and management of the affairs of any affiliate of the company. The Board shall adopt such means as it deems sufficient to bring to the notice of the members and affiliates all such by laws and variations and repeals thereof and all such by laws as long as they are in force shall be binding upon all the members and affiliates provided always that no by law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company or constitute such an amendment or addition to these Articles as could lawfully be made only by special resolution

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:
- 40.1 of all appointments of officers made by the Directors;
- 40.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- 40.3 of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

PROCEEDINGS OF THE BOARD

41. The Board 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. Where there is an equality of votes, the Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
42. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be one third plus one.
43. The continuing Directors may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.
44. Any Director may participate in a meeting of the Directors or any committee of the Directors by means of a conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting and any such Director shall be entitled to vote and be counted in a quorum accordingly if such person would otherwise have the right to vote and be so counted.
45. A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting
46. If at any meeting of the Directors the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be the chairperson of that meeting.
47. The Directors may delegate any of their powers to committees. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The terms of reference for each committee must

be approved by the Board. The standing or permanent committees to be established by the Directors shall include the following, without limitation:-

Audit and Risk Management Committee
Finance Committee
Governance and Nominations Committee
HR and Remuneration Committee.

48. A committee may include persons who are not Directors or members of the Company provided that at least one member of the committee shall be a Director and at least one other member of the committee shall be a member of the Company. Two members present, of whom one shall be a Director, shall constitute the quorum of a meeting of a committee.
49. A committee shall elect a Director to be chairperson of its meetings. If no such Chairperson is elected or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
50. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes the Chairperson of the meeting shall have a second or casting vote.
51. A committee shall report on its proceedings to the next meeting of the Board following the meeting of the committee.
52. A committee may without Board approval avail of independent advice as the committee deems fit subject to the terms of reference of the committee, provided that the matter upon which advice is sought falls within the terms of reference of the committee.
53. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or persons 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.
54. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

55. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any secretary appointed may be removed by them.
56. A provision of the Act or of 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.

THE SEAL

57. 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 some other person appointed by the Directors for the purpose.

ACCOUNTS

58. The Directors shall cause proper books of account to be kept relating to:
- 58.1 all sums of money received and expenses by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 58.2 all sales and purchases of goods by the Company; and
 - 58.3 the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs, to explain its transactions and to comply with Section 47 of the 2009 Act.

59. The books of account shall be kept at the office, or subject to Section 283 of the Act, at such other place as the Directors think fit and shall at all reasonable times be open to the inspection in accordance with Section 284 of the Act.
60. The Directors shall from time to time in accordance with Section 341 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company. Such accounts shall be made available to the Revenue Commissioners on request.
61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and auditors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with Part 6, Chapter 18 of the Act and any regulations made thereunder.

NOTICES

63. A notice may be given by the Company to any member either personally or by sending it by post or email to him/her to his/her registered address or email address. 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 a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where notice is sent by email, service of the notice shall be deemed to have been effected at the time of transmission. A member who for the time being shall not be resident in the State, Northern Ireland or Great Britain shall not be entitled to receive notices from the Company.

64. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

64.1 every member; and

64.2 the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meeting.

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 Description of Subscribers

Michael Lynskey, Cappagh, Tooreen, Ballyhaunis, Co Mayo
Cabinet Maker

Conor Hodgins, 6 Glenview, Gorey Road, Carnew, Arklow, Co Wicklow
Postman

Stephen O'Leary, 640 Ashgrove, Derrinturn, Carbury, Co Kildare
Plumber

Sinead Daly, Lanagh, Emyvale, Co Monaghan
Administrator

Paul Finn, 8 Cois Cuain, Courtmacsherry, Bandon, Co Cork
Teacher

Paul Maher, 16 Willowwood Park, Hartstown, Clonsilla, Dublin 15
Businessman

Eamonn Mullen, 13 St Josephs Terrace, Mell, Drogheda, Co Louth
Caretaker

Ruth McGarry Quinn, Convent Road, Longford, Co Longford
Businesswoman

Dated this 15 day of October 2014

Witness to the above signatures: -

Name: Rachael Murphy

Address: Main St., Kilmeague, Co Kildare