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THE COMPANIES ACT 2014

We certify that the within document has been compared with and is a true copy of the original.

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

Dated this 4 day of July 2024

of

Mason Hayes & Curran LLP

NATIONAL REHABILITATION HOSPITAL

Mason Hayes & Curran LLP

MEMORANDUM OF ASSOCIATION

Capitalised terms used in this Memorandum of Association shall have the meanings given to those terms in the Articles of Association.

1. Name

The name of the company is National Rehabilitation Hospital (the "Company").

2. Company Type

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

3. Principal Object

The principal object for which the Company is established is to benefit the community in Ireland and elsewhere by the rehabilitation, assistance, relief and treatment of all members of the general community, irrespective of their beliefs or means, in a caring and compassionate manner in keeping with the Mercy tradition and voluntary ethos, where those persons who have acquired a physical or cognitive disability as a result of an accident, injury or illness, and who require specialist medical rehabilitation can be assisted during their lives to reach and maintain their optimal physical, sensory, cognitive and social functional levels.

4. Subsidiary and Ancillary Objects

The following objects set out hereafter are exclusively subsidiary and ancillary to the principal object set out above and these objects are to be pursued only for the attainment of that principal object and any income generated therefrom is to be applied for the principal object only. As subsidiary objects:

- (a) the provision and maintenance in Ireland of a hospital or hospitals, clinics, residential facilities or other healthcare facility or undertaking;
- (b) the provision of staff and healthcare treatment including physiotherapy, medical, pharmaceutical, nursing and other therapy services;
- (c) the use and provision of rehabilitative aids, appliances, comforts and services of all kinds in connection therewith;
- (d) the promotion and undertaking of medical research and education in connection therewith;

- (e) the provisions of outreach, advice, consultation and training for specialist staff involved in the provision of neuro-rehabilitation services at regional and local levels;

all in accordance with the relevant aspects of the Code of Practice for the Governance of State Bodies as applicable from time to time.

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 principal objects and which powers may only be exercised in promoting the principal objects. Any income generated by the exercise of these powers is to be applied to the promotion of the principal objects:

- (a) to acquire whether by purchase, exchange, transfer, conveyance, lease or otherwise, with or without valuable consideration, any or all of the assets and undertaking including real and non-real property assets of the existing unincorporated association known as the National Rehabilitation Hospital, Rochestown Avenue, Dun Laoghaire, Co Dublin and to assume such of the obligations and liabilities of the unincorporated association known as the National Rehabilitation Hospital as may be agreed from time to time;
- (b) to operate and/or to manage the whole or any part of any institution and/or to provide services similar to those set out in the principal object at Clause 3 above, including without limitation, the health care undertaking and business of the National Rehabilitation Hospital;
- (c) to provide such services connected with the objects of the Company as are considered to be of assistance and benefit in furthering the principal object of the Company;
- (d) to develop facilities and other resources and to help maintain and finance such facilities and other resources as are conducive to the pursuit of the principal object of the Company;
- (e) to partner, collaborate or associate, for educational, scientific and/or commercial purposes, with persons and organisations connected with or interested in the activities of the Company in pursuit of the principal object of the Company and to disseminate and/or otherwise use the results or information gleaned from such partnerships, collaborations and associations in furtherance of the principal object;
- (f) to support an integrated and collaborative approach to promoting, advancing, and endeavouring to meet and deliver rehabilitation care in Ireland with other interested parties, including hospitals, voluntary support groups and/or community care groups through joint ventures, or otherwise;
- (g) to provide and/or arrange educational facilities for any child, children, adolescent or other individual receiving assistance or services at the Hospital;
- (h) 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, contribution or fund for the purpose of promoting the Company's

objects and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;

- (i) to take all lawful steps for raising of funds for the purposes of the principal object of the Company;
- (j) to found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Company's principal object;
- (k) to receive and administer and allocate grants and gifts made available to the Company for its principal object (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts;
- (l) to take over from existing owners, joint owners or trustees all benefits, rights, privileges, obligations and authorisations given under any document, governing instrument or constitution, other than those relating to real property;
- (m) to take over from existing trustees of the National Rehabilitation Hospital and to hold either alone or jointly all or any existing charitable and benevolent funds, investments, save real property assets, and bursaries in respect of which the Company may be appointed as trustee;
- (n) to take over and to enter into any agreement with any educational or research authority including any university or other third level institution that may seem conducive to the Company's principal object or any of them and to obtain such rights, privileges and concessions which the Company may think desirable to obtain and to exercise and comply with same;
- (o) to collect all allocations, fees or other amounts payable for facilities and services provided by the Company including, without prejudice to the generality of the foregoing, any allocation or fee or other payment due to the Company for the use of the premises or property provided by the Company;
- (p) to establish or participate in other companies whether as shareholder, member, investor, joint venture or otherwise, to include the incorporation of a subsidiary company or companies of this Company;
- (q) to take or otherwise acquire, and to hold, membership interests, shares and/or securities of any Company and to sell, hold reissue, with or without guarantee, or otherwise deal with same;
- (r) to establish and support or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe to any charitable purposes in any way connected with the principal object of the Company or which may be calculated to further its interests or any of them;
- (s) to contribute by donation, subscriptions, guarantee or otherwise to any other charitable object with Charitable Tax Exemption under Section 207 of the Taxes Consolidation Act 1997;
- (t) to make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments;

- (u) to acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent, any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner;
- (v) to acquire personal property of any nature to be held and applied for all and any of the purposes of the Company;
- (w) 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 principle 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;
- (x) to purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received;
- (y) to promote any company for the purpose of acquiring all or any of the property and/or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may be directly or indirectly calculated to benefit the Company;
- (z) to accumulate capital for any purposes of the Company, after making appropriate provision for contingent liabilities and in accordance with accepted audit practices and procedures, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years;
- (aa) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the

Company's principal object, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;

- (bb) to raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities;
- (cc) to invest any monies of the Company not immediately required for its purposes in any manner as may be thought fit whether trustee investments or otherwise, and to vary the investment thereof in such manner as may from time to time be determined;
- (dd) to create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose which advance the principal object of the Company, subject to such requirements as are imposed by the State from time to time pertaining to pension or other schemes;
- (ee) to employ, engage and retain all such officers and servants and to appoint, engage and retain or direct the appointment, engagement or retention of such medical consultants, medical personnel, administrative, clerical, financial and other employees and advisers of any description as may be required for the purposes of the Company, including the employees of the health care undertaking of the National Rehabilitation Hospital and to make all reasonable and necessary provisions for the payment of wages, salaries, pensions, superannuation to or on behalf of employees and their widows, widowers and other dependents;
- (ff) to promote programmes and to provide a working environment for staff development and appraisal by means of teaching, continuing education and training activities;
- (gg) to administer and implement approved pension schemes in accordance with those that are required from time to time by direction from the State, as set out in a Service Level Agreement with the Health Service Executive or otherwise;
- (hh) to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the

- interest of the Company or its employees and to subscribe to any association or fund for any such purposes;
- (ii) to procure that the Company be registered or recognised in any foreign country, colony, dependency or place;
 - (jj) to pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company;
 - (kk) to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's principal object by any person or company;
 - (ll) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the principal object;
 - (mm) 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; and,
 - (nn) to do all such other things as may be deemed incidental or conducive to the attainment of the above principal object.

6. Limitation on Objects and Powers

- (a) 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;
- (b) The above objects shall not be construed in any way so as to render any of them otherwise than exclusively charitable; and
- (c) The objects and powers contained in Clauses 4 and 5 are ancillary and subsidiary to the principal object set out in Clause 3.

7. Limitation of Liability

The liability of the members is limited.

8. Guarantee of Members

Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:-

- (a) payment of the debt 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
 - (b) for the adjustment of the rights of the contributories among themselves,
- such amount as may be required not exceeding €1 (one euro).

9. **Winding Up**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having principal objects similar to the principal object of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of 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 10 hereof. The Members shall select the relevant company or companies (being a charitable institution or institutions) at or before the time of dissolution.

Final accounts will be prepared and submitted to the Charities Regulator 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.

10. **Prohibition on Payments to Members**

The income and property of the Company shall be applied solely towards the promotion of its principal 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 the Members. No Director shall be paid any salary or fees or receive any remuneration or other benefit in money or money's worth from the Company for their services as a Director ("Director's Fees"). However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the Company (not being Director's Fees) in return for any services rendered to the Company;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate ("Euribor") per annum on money lent by Directors or any Member to the Company;
- (c) reasonable and proper rent for premises demised or let by any Member (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with his attendance to any matter affecting the Company;

- (e) fees, remuneration or other benefit in 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; or,
- (f) sums to any Director or to any person with whom a Director has a personal connection (within the meaning of Section 2(1) and 2(2) of the Charities Act) in return for services actually rendered to the Company, pursuant to an agreement entered into in compliance with Section 89 of the Charities Act.

11. Approvals, alterations or amendments

- (a) 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 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.
- (b) No amendments of any kind shall be made to the provisions of Clauses 9 and 10 of the Memorandum and no amendments shall be made to the Constitution to such extent that they would alter the effect of Clauses 9 and 10 of the Memorandum, such that there would be non-compliance with the requirements of section 1180 of the Act.

12. Declaration

It is hereby declared that the Company is a non-profit making voluntary body which is a registered charity and which shall be independent in its governance and management, (both administrative and financial) of the control of either central or local government and of the control of any commercial interest and that it is required to maintain its independence from those who provide funds to it or from any interests whatsoever unrelated to its charitable purposes, for the benefit of the general community whom it seeks to serve.

13. Revenue Commissioners entitled to Accounts

For so long as the Company benefits from a charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
NATIONAL REHABILITATION HOSPITAL
ARTICLES OF ASSOCIATION

PRELIMINARY

1. Definitions

In these Articles:

"Act" means the Companies Act 2014;

"Articles" means these Articles of Association;

"Board" means the board of Directors for the time being and from time to time of the Company;

"Charities Act" means the Charities Act 2009 (as may be amended from time to time);

"Charities Regulator" means the Charities Regulatory Authority, a body established by Section 13 of the Charities Act to perform the functions conferred on it by the Charities Act;

"Constitution" means the Memorandum and the Articles;

"Directors" means the directors for the time being and from time to time of the Company or the directors present at a meeting of the Board and includes any person, from time to time, occupying the position of director by whatever name called;

"HSE" means the Health Service Executive, or the body carrying out similar services to the HSE from time to time;

"Hospital" means the National Rehabilitation Hospital, Rochestown Avenue, Dun Laoghaire, Co Dublin;

"Mandatory Provision" means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that is not an Optional Provision;

"Member" means a member of the Company;

"Memorandum" means the Memorandum of Association of the Company;

"Optional Provision" means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that—

- (a) contains a statement to the effect, or is governed by a provision elsewhere to the effect, that the provision applies save to the extent that the Constitution provides otherwise or unless the constitution states otherwise; or
- (b) is otherwise of such import;

"Office" means the registered office of the Company;

"Secretary" means any person appointed to perform the duties of the secretary of the Company, and shall include any temporary, assistant or acting secretary;

"Seal" means the common seal of the Company; and

"State" means the Government of Ireland and the institutions under its management and control, from time to time; and

"year" means a calendar year.

2. Interpretation

- (a) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.
- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
- (c) 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.
- (d) Headings and footnotes used in these Articles are for convenience of reference only and shall not be considered to form part of these Articles.
- (e) Subject to the requirements of any Mandatory Provision, to the greatest extent possible the provisions of these Articles shall take precedence over the provisions of the Act.
- (f) The Optional Provisions of the Act listed in column I below shall not apply to the Company. To the extent that a given Optional Provision has been replaced by or restated in or dis-applied by these Articles, this is identified in column II below.

	COLUMN I	COLUMN II
	OPTIONAL PROVISION OF THE ACT	CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)

i.	Section 43(2) (a) and (b) (common seal);	Restated at Article 26 (a) and (b)
ii.	Section 43(3) (common seal);	Restated at Article 26 (c)
iii.	Section 144(3) (a) (appointment of directors);	Replaced by a bespoke provision at Articles
iv.	Section 144(3) (b) (directors may fill a casual vacancy);	Disapplied at Article 15(d)
v.	Section 144(3) (c) (directors appointed by casual vacancy hold office until next AGM);	Disapplied
vi.	Section 144(3) (d) (company may increase or reduce the number of directors);	Disapplied
vii.	Section 144(3) (e) (company may appoint another person in place of a removed director);	Replaced by a bespoke provision at Articles 15 (e)
viii.	Section 148(2) (vacation of office);	Replaced by a bespoke provision at Article 16
ix.	Section 155 (2) (remuneration of directors set by the directors);	Dis-applied – No remuneration for directors (as detailed at Clause 10 of the Constitution and at Article 15(i))
x.	Section 155 (3) (directors expenses);	Restated at Clause 10 (d) of the Constitution
xi.	Section 158 (1) (business of a company to be managed by its directors);	Restated at Article 14(a)
xii.	Section 158(2) (directions given by a company do not invalidate prior acts of the directors);	Restated at Article 14(a)(iii)
xiii.	Section 158(3) (directors of the company may exercise powers to borrow, mortgage or charge);	Restated at Article 18
xiv.	Section 158(4) (directors may delegate their powers to committees);	Replaced by a bespoke provision at Article 23
xv.	Section 159 (managing director);	Dis-applied - No managing director

xvi.	Section 160(1) (directors may meet for the dispatch of business);	Restated at Article 20(a)
xvii.	Section 160(2) (questions arising at a meeting of the directors shall be decided by a majority of votes);	Restated at Article 21 (a) and (b)
xviii.	Section 160(3) (summoning meetings of the directors);	Restated at Article 20(c)
xix.	Section 160(4) (notice of meetings of the directors);	Restated at Article 20(d)
xx.	Section 160(6) (quorum for meeting of directors);	Replaced by a bespoke provision at Article 22(a)
xxi.	Section 160(7) (directors acting below a quorum);	Restated at Article 22(b)
xxii.	Section 160(8) (directors may elect a chairperson);	Replaced by a bespoke provision at Article 17(a)
xxiii.	Section 160(9) (directors may establish committees);	Replaced by a bespoke provision at Article 23
xxiv.	Section 160(10) (a committee may elect a chairperson);	Replaced by a bespoke provision at Article 24(a)
xxv.	Section 160(11) (a committee may meet and adjourn);	Restated at Article 24(b)
xxvi.	Section 160(12) (questions arising at a committee meeting shall be decided by a majority of votes);	Restated at Article 24(c)
xxvii.	Section 161(1) (written resolutions of directors);	Restated at Article 20(e)
xxviii.	Section 161(5) (taking effect of counterpart resolutions);	Replaced by a bespoke provision at Article 20(e)
xxix.	Section 161(6) (joining meetings by telephonic or electronic means);	Restated at Article 20(f)
xxx.	Section 164 (signing, drawing etc. of negotiable instruments and receipts);	Restated at Article 19(c)
xxxi.	Section 165 – (alternate directors);	Dis-applied
xxxii.	Section 181(6) (accidental omission to give notice of a meeting);	Restated at Article 7(e)
xxxiii.	Section 182(2) (quorum for general meetings);	Replaced by a bespoke provision at Article 9(a)

xxxiv.	Section 182(5) (dissolution and adjournment of general meetings);	Replaced by a bespoke provision at Article 9(c)
xxxv.	Section 183 (1) as modified by Section 1205 (proxies);	Restated at Article 13(a)
xxxvi.	Section 183(3) (no entitlement to appoint more than one proxy);	Restated at Article 13(b)
xxvii.	Section 183(6) (time for receipt of proxies);	Restated at Article 13(d)
xxviii.	Section 186(d) (business of annual general meeting – election and re-election of directors);	Explicitly adopted at Article 8
xxxix.	Section 187(2) (chair of general meetings);	Replaced by a bespoke provision at Article 10
xi.	Section 187 (4) – (6) (proceedings at meetings);	Replaced by a bespoke provision at Article 11
xli.	Section 187(7) (a) and (b) (resolutions put to vote at general meeting);	Replaced by a bespoke provision at Article 12
xlii.	Section 187(8) (chairperson entitled to a second or casting vote at general meeting);	Restated at Article 12(g)
xliii.	Section 188(6) as modified by Section 1206 (entitlement of members to vote at general meeting where monies payable to the company are in arrears);	Dis-applied – members may vote where monies immediately payable to the company are in arrears
xliv.	Section 188(7) (objections to the qualification of voters);	Restated at Article 12(d)
xlv.	Section 188(8) (objection to be referred to the chairperson);	Restated at Article 12(d)
xlvi.	Section 189(4) (taking of polls in such manner as the chairperson directs);	Restated at Article 12(f)
xlvii.	Section 189(5) (certain polls to be taken forthwith);	Restated at Article 12(h)
xlviii.	Section 189(6) (certain polls to be taken at such time as the chairperson directs);	Restated at Article 12(h)
xlix.	Section 218 (notices);	Replaced by a bespoke provision at Article 30
i.	Section 230 (b) (power of director to act in a professional capacity for the Company);	Modified by Clause 10 of the Constitution

ii.	Section 618(1) (b) (distribution of property of a Company on a winding up);	Dis-applied - not applicable to a charity (distribution of assets addressed at Clause 9 of the Memorandum)
iii.	Section 1196 (rotation of directors);	Replaced by a bespoke provision at Article 15
liii.	Section 1197 (2) (remuneration of directors set by the company);	Dis-applied – No remuneration for directors for their services as a Director ("Director's Fees") (as detailed at Clause 10 of the Memorandum and at Article 15(i))
liv.	Section 1197(3) (directors expenses);	Restated at Clause 10 (d) of the Memorandum
lv.	Section 1199(8) (directors may require a member to resign by service of notice);	Disapplied
lvi.	Section 1199 (9) (every member shall have one vote);	Restated at Article 12(c)
lvii.	Section 1206(a) (modifying Section 188(2)) (votes of members);	Replaced by a bespoke provision at Article 12(c)

MEMBERS

3. Number of Members

The number of Members with which the Company proposes to be registered is four, but the Directors may from time to time register an increase or decrease in the number of Members (to a minimum of three Members).

4. Appointment and Replacement of Members

- (a) The subscribers to the Constitution and such other persons as the Members agree and approve of from time to time and as are appointed by the Members from time to time, and whose name is entered in the register of members, shall be the Members.
- (b) A Member shall immediately and automatically cease to be a Member upon the happening of any of the following events, namely:-
- i. if he shall resign membership by notice in writing under his hand left at the Office, such notice to expire no earlier than the date of service of the notice of resignation;
 - ii. if he becomes incapable of discharging his duties as a Member in the opinion of all the other Members;

- iii. if the Member, being an individual, shall die or if the health of the Member is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity or becomes bankrupt or compounds with his creditors or, being a corporation, shall go into liquidation or have a receiver or examiner appointed over its undertaking and assets or any part thereof; or
 - iv. if he shall fail to perform any obligation binding upon him under these Articles for one month after notice in writing requiring him to do so shall have been served upon him by the Company or if in the opinion of the Members his conduct shall be calculated in any respect to be prejudicial to the interests of the Company and he shall fail to remedy such conduct to the satisfaction of the Members for one month after notice in writing requiring him to do so shall have been served upon him by the Company and if also in either of such cases the Members by resolution passed by a majority of not less than three quarters of the Members present at a meeting of the Members of which notice specifying the attention to the proposed resolution has been given and at which the Member concerned shall have been given reasonable opportunity to attend and speak on his own behalf, shall resolve that his membership be terminated.
- (c) Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Company all monies which may become payable by him by virtue of his liability under the Memorandum.
- (d) The rights and liabilities attaching to any Member may be varied from time to time by a special resolution of the Company.

5. Members' Rights and Obligations

- (a) Each Member shall on request be entitled to be provided with a Certificate of Membership.
- (b) Each Member shall use his or her reasonable endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to this Constitution or the Act.
- (c) The rights of each Member shall be personal to him and shall not be transferable, transmissible or chargeable by his or her own act, by operation of law or otherwise.
- (d) A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Act.
- (e) Notwithstanding the powers of the Board, the following powers are reserved to the Members in general meeting:
 - i. to appoint and remove, with or without cause, any one or more of the Directors with or without recommendation of the Board;

- ii. to sell, transfer, assign or otherwise dispose of any real property of the Company, any interest in real property or any rights attaching to real property or to sell, transfer, assign or otherwise dispose of any shares or other assets or any rights attaching to such shares or assets which the Company holds, where the deemed market value of such real property or asset is in excess of €250,000;
 - iii. to incur capital expenditure in excess of €1,000,000;
 - iv. to borrow any money or obtain any advance or credit in any form in excess of 10% of the annual grant which the Hospital is entitled to receive from the HSE from time to time;
 - v. to create or allow to subsist any charge, lien, equity, third party right, option, right of pre-emption or any other encumbrance, priority or security interest of whatsoever nature over the Company's assets;
 - vi. to approve any proposed permanent relocation of all or substantially all of the healthcare facilities operated by the Company at the Hospital or the proposed use of all or substantially all of such facilities for purposes other than those set out in the main object of the Company;
 - vii. to alter the nature of the healthcare services provided by the Hospital; and,
 - viii. to change the ethos of the Hospital.
- (f) Each Member shall be entitled to notice of and to attend and, save as provided by these Articles, vote at general meetings of the Company.

GENERAL MEETINGS

6. General Meetings

- (a) An annual general meeting shall be held not more than 18 months after the incorporation of the Company and subsequently once in each calendar year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board.
- (b) General meetings of the Company may be held inside or outside the State.
- (c) All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. Notice of General Meetings

- (a) Subject to section 181 of the Act, a meeting of the Company, other than an adjourned meeting, shall be called in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- (b) A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in sub-clause (a) of this Article 7, be deemed to have

been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and (unless no statutory auditors of the Company stand appointed in consequence of the company availing itself of the audit exemption under section 360 or 365 of the Act, and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Company.

- (c) The notice of a meeting shall specify the place, the date and the time of the meeting, the general nature of the business to be transacted at the meeting, in the case of a proposed special resolution, the text or substance of that proposed special resolution and with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy, that a proxy need not be a Member, and the time by which the proxy must be received at the registered office of the Company.
- (d) In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- (e) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (f) The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as are provided for in Section 178 of the Act (as modified by Section 1203 of the Act).
- (g) If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any Member 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.
- (h) Notice of every general meeting of the Company shall be given in the manner provided for in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the Company.
- (i) Notwithstanding any provision of Article 30, where notice of a general meeting is given by posting by ordinary prepaid post to the registered address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

PROCEEDINGS AT GENERAL MEETINGS

8. Proceedings at General Meetings

- (a) The business of the annual general meeting shall include:
 - (i) the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (ii) the review by the members of the Company's affairs;

- (iii) election and re-election of Directors;
- (iv) the appointment or re-appointment of statutory auditors; and
- (v) the fixing of the remuneration of the statutory auditors.

9. Quorum for General Meetings

- (a) Save as herein otherwise provided, three Members present in person shall be a quorum.
- (b) No business shall be transacted at any general meeting unless a quorum of Members is present both at the time when the meeting proceeds to business and during the currency of the meeting.
- (c) If within half an hour after the time appointed for a general meeting a quorum is not present, then 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 Members 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.

10. Chairperson of General Meetings

The Members present at every general meeting shall appoint one of their number to be the chairperson of the meeting.

11. Adjournment of General Meetings

- (a) The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) 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.
- (c) When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- (d) Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

12. Voting at General Meetings

- (a) 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:
 - (i) by the chairperson,
 - (ii) by at least three Members present in person or by proxy, or

- (iii) by any Member or Members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the Members concerned having the right to vote at the meeting.
- (b) At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it). A demand for a poll may be withdrawn by the person or persons who have made the demand.
- (c) Every Member present in person or by proxy at a general meeting shall have one vote.
- (d) No objection shall be raised as 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.
- (e) Unless a poll is so demanded (and the demand not be withdrawn), a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, 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.
- (f) Except as provided in sub-clause (h) of this Article 12, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- (g) 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.
- (h) A poll demanded on the election of the position of chairperson of the meeting pursuant to Article 10, 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.
- (i) Subject to Sections 191 to 198 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 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. A resolution in writing made pursuant to this Article may consist of one document or two or more documents in like form each signed by one or more Members.

13. Voting by Proxy

- (a) Votes may be given either personally, or by proxy. A proxy shall have the same right as the Member appointing him to speak at the meeting and to vote on a show of hands and on a poll.
- (b) A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- (c) The instrument appointing a proxy (the "instrument of proxy") shall be in writing under the hand of the appointer or of their attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
- (d) The instrument of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company (or at such other place within the State as is specified for that purpose in the notice convening the meeting) and shall be so deposited not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, 48 hours before the time appointed for the taking of the poll.
- (e) The depositing of the instrument of proxy (or other document) referred to in sub-clause (d) of this Article 13 may, rather than posting or delivering it, be effected by communicating the instrument to the Company by electronic means.
- (f) An instrument of proxy shall be in the following form or a form as near thereto as circumstances permit:

<i>National Rehabilitation Hospital (the "Company")</i>				
<i>I/ We,</i>		<i>(the "Member") of</i>		
<i>in the County of</i>		<i>being a member/members of the</i>		
<i>Company,</i>		<i>hereby appoint</i>		
<i>of</i>		<i>or failing them</i>		<i>of</i>
<i>as my/our proxy to attend, speak and vote for</i>				
<i>me/us on my/our behalf at the (annual or extraordinary, as the case may be)</i>				
<i>general meeting of the Company to be held on the</i>				
<i>day of and at any adjournment thereof.</i>				
<i>Voting instructions to Proxy</i>				
<i>(choice to be marked with an 'x')</i>				
<i>Number</i>	<i>or</i>	<i>In favour</i>	<i>Abstain</i>	<i>Against</i>
<i>description</i>	<i>of</i>			
<i>resolution:</i>				
<i>1</i>				
<i>2</i>				
<i>3</i>				
<i>Unless otherwise instructed, the proxy will vote as they think fit.</i>				
<i>Signature of member.....</i>				

Dated: [date].....

- (g) The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (h) A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, if no notice in writing of such death, insanity or revocation as aforesaid is received by the Company at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (i) Any body corporate which is a Member may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual Member.

BOARD OF DIRECTORS

14. Directors' Powers of Management

- (a) The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, but subject to—
 - (i) any articles contained in this Constitution;
 - (ii) the provisions of the Act; and
 - (iii) such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give, provided that 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.

15. Appointment of Directors

- (a) Any purported appointment of a Director without that Director's consent shall be void.
- (b) Subject to sub-clause (a) of this Article 15, the first Directors shall be those persons determined in writing by the subscribers of this Constitution or a majority of them. Thereafter, the Directors shall be appointed in accordance with the provisions of these Articles.
- (c) *(intentionally left blank)*

- (d) The Company in general meeting may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Section 144(3) (b) of the Act is disapplied.
- (e) The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 16 (a).
- (f) Where practical and possible to achieve, the Directors shall include:
 - i. an individual who has experience of the rehabilitation sector;
 - ii. an individual who is a patient or former patient of the Hospital; and
 - iii. such other individuals who have the skills and experience required for undertaking the business of the Company from time to time, such skills to include experience in the areas of:
 - 1. finance and accounting;
 - 2. law;
 - 3. public sector;
 - 4. health affairs;
 - 5. general governance, management, risk minimisation and compliance; and
 - 6. facilities management, architecture and engineering.
- (g) The term of office of each Director shall, unless otherwise determined by the Members, be for a period of three years. Each Director shall be eligible for re-election for two further consecutive terms of office not to exceed 3 years each, unless otherwise determined by the Members.
- (h) In the event that as a result of Article 15 (g), a majority of Directors would be required to retire within the same 12 month period, the Board shall determine (unless the Directors otherwise agree among themselves) which Directors shall retire and which Directors are to be reappointed and the term of their reappointment so that in any given 12 month period no more than 3 Directors shall retire.
- (i) All Directors shall be chosen on the basis of their willingness to serve, ability, experience and support of the objects of the Company and the acceptance by an individual of an appointment as a Director shall be deemed to be an undertaking that they will serve the best interests of the Company in achieving its main object. Subject to Clause 10 of the Constitution, no salary, fees or other remuneration shall be paid to the Directors.

16. Removal of Directors, Vacation of Office

- (a) The Company may by ordinary resolution 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.

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- (b) The office of Director shall be vacated if:
- (i) the Director holds any office or place of profit under the Company save as permitted by Section 89 of the Charities Act (once commenced);
 - (ii) the Director is disqualified from being a charity trustee of any charitable organisation pursuant to Section 55 of the Charities Act;
 - (iii) the Director is adjudged bankrupt in the State or Northern Ireland or Great Britain, or being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction or makes any arrangement or composition with their creditors generally;
 - (iv) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;
 - (v) the health of the Director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - (vi) the Director resigns his or her office by notice in writing to the Company;
 - (vii) the Director becomes a restricted person within the meaning of Chapter 3 of Part 14 of the Act and the Directors resolve that his office be vacated;
 - (viii) the Director is convicted of an indictable offence unless the Board otherwise determines;
 - (ix) the Director is absent for four or more consecutive meetings of the Board unless the Board otherwise determines;
 - (x) the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in the manner required by section 231 of the Act;
 - (xi) the Director is requested in writing by all their co-Directors to resign; or
 - (xii) the Director no longer holds the position which entitles him to be a Director.

17. Chairperson of the Board

- (a) The Members shall appoint the chairperson of the Board for such term as the Members may decide.
- (b) The Members shall also appoint a deputy chairperson of the Board who will act as chairperson if the chairperson is not present at a meeting. The deputy chairperson shall assume the role of chairperson for such term as the Members may decide upon the expiry of the term of office of the chairperson.
- (c) The chairperson or deputy chairperson shall take the chair at every meeting of the Board and shall set the agenda for such meetings.

- (d) If within one hour for the time appointed for a meeting of the Board the chairperson or deputy chairperson are not present, the meeting shall stand adjourned for 1 week at the same time and place or to such other day and at such other time and place as the chairperson may determine.
- (e) For the 12 month period prior to the expiry of the chairperson's term of office, the chairperson and deputy chairperson shall work together to ensure that there is an orderly handover from the chairperson to the deputy chairperson of the position and to ensure that there is continuity in how the Board is governed.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

18. Borrowing Powers

Subject to Article 5 (e), the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

19. Specific Powers and Duties of the Board

- (a) The powers of the Board shall be as granted by these Articles or as otherwise determined from time to time by the Company in general meeting.
- (b) The Board shall conduct itself and shall manage the affairs of the Company in accordance with the relevant aspects of the Code of Practice for the Governance of State Bodies as applicable from time to time.
- (c) 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.
- (d) The Board shall cause minutes to be made in books provided for the purpose:
 - (i) of all appointments of officers made by the Board;
 - (ii) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (iii) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.
- (e) Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
- (f) The Board shall bi-annually prepare and submit to the Members a report on the activities of the Company during that 6 month period (the "Activities Report") and the chairperson or another Director appointed by the chairperson shall attend the general meeting of the Company convened to discuss that Activities Report or the next general meeting of the Company (whichever occurs earlier)

to discuss with, and answer the questions of, the Members in respect of that Activities Report.

- (g) The Board shall from time to time as they deem appropriate or when requested by the Members to do so, prepare rules and regulations for the conduct and management of the Hospital or any of its departments, provided always that same shall not be in conflict with these Articles.
- (h) The Board 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 Board to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

PROCEEDINGS OF THE BOARD OF DIRECTORS

20. Regulation of Meetings of the Board of Directors

- (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board shall hold a minimum of six meetings every year.
- (c) A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- (d) All Directors shall be entitled to reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.
- (e) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and for all purposes shall take effect upon receipt at the registered office of the Company of all such several documents, by facsimile transmission or otherwise.
- (f) Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference or other telecommunication facility between some or all of the directors, or as the case may be, members of the committee who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Any Director or member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

- (g) 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 be 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.
- (h) A Director may waive notice of any meeting, and such waiver may be retrospective.

21. Voting at Meetings of the Board

- (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) Where there is an equality of votes, the chairperson shall have a second or casting vote.

22. Quorum for Meetings of the Board

- (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 seven, to include the chairperson or deputy chairperson.
- (b) The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed for the quorum, they may act only for the purposes of filling vacancies or calling a general meeting.

COMMITTEES

23. Establishment and Regulation of Committees

- (a) The Board may establish one or more committees, consisting in whole or part of members of the Board, as they think for such purposes, and with such functions as the Board shall determine, which committees shall include (but not be limited to):
 - i. the Ethics Committee;
 - ii. the Audit Committee;
 - iii. the Nomination Committee;
 - iv. committees to deal with matters of risk compliance/ management and/or good governance.
- (b) Any committee formed by the Board shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Board.
- (c) All committees established by the Board shall be responsible to and report to the Board.

24. Proceedings of Committees

- (a) Subject to Article 23 (b), a committee may elect a chairperson of its meetings from among their number. If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
- (b) A committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

SECRETARY

25. Company Secretary

- (a) The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- (b) The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- (c) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
- (d) The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his or her statutory and other duties.
- (e) The Secretary shall discharge its duties in accordance with the Acts and any conditions imposed by the Board and shall also ensure that the requirements of the Acts are complied with by the Company.

THE SEAL

26. Use of the Seal

- (a) The Seal shall be used only by the authority of the Board or of a committee of Board authorised by the Board in that behalf.
- (b) Any instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by its Directors or by a foregoing committee of them, and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors or by a foregoing committee of them for that purpose.
- (c) Save as otherwise provided by the Constitution, if a registered person has been authorised by the Company under Section 39(1) of the Act, the Company's seal may be used by such person and any instrument to which the

Company's seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned—

- (j) by the Secretary or a Director; or
- (ii) by some other person appointed for the purpose by the Directors or a committee of the Directors authorised by the Directors in that behalf.

ACCOUNTS

27. Preparation and Keeping of Accounts

- (a) The Board shall cause adequate accounting records to be kept relating to:-
 - (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (ii) the assets and liabilities of the Company; and
 - (iii) all sales and purchases of goods by the Company.
- (b) Adequate accounting records shall be deemed to have been maintained if they explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
- (c) The accounting records shall be kept at the registered office of the Company or, subject to Section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.
- (d) 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 accounting records of the Company shall be open to the inspection of Members who are not Directors, and no Member (not being a Director) shall have any right of inspection of any accounting records or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

28. Laying of Accounts Before Annual General Meeting

- (a) The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss account, balance sheet and reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Company.
- (b) A copy of the 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 statutory 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

29. Audit

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act dealing with such matters.

NOTICES

30. Notices

- (a) A notice may be given by the Company to any Member either in writing or by electronic means subject to the provisions of this Article 30.
- (b) A notice in writing may be served on or given to the Member in one of the following ways:
 - i. by delivering it by hand to the Member;
 - ii. by leaving it at the registered address of the Member;
 - iii. by sending it by post in a prepaid letter or by courier to the registered address of the Member; or
 - iv. by electronic means.
- (c) Any notice served or given in accordance with sub-clause (b) of this Article 30 shall be deemed, in the absence of any agreement to the contrary between the Company and the Member, to have been served or given –
 - i. In the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - ii. In the case of it being left, at the time that it is left;
 - iii. In the case of it being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address) –
 - 1. On a Friday – 72 hours after dispatch; or
 - 2. On a Saturday or Sunday – 48 hours after dispatch;
 - iv. In the case of it being posted (to an address outside the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address) –
 - 1. On a Friday – 168 hours after dispatch; or
 - 2. On a Saturday or Sunday – 120 hours after dispatch; or,
 - v. In the case of electronic mail, at the time it was sent;

but subject to Section 181(3) of the Act (as reproduced at Article 7 (i) of these Articles) regarding notice of general meetings.

WINDING-UP

31. Winding Up

If the Company shall be wound up the provisions contained in Clause 9 of the Constitution shall be performed and have effect in all respects as if the same were repeated in these Articles.

INDEMNITY

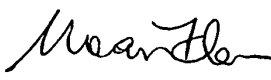
32. Indemnity

- (a) The Company shall indemnify its Directors, officers and any person who serves at the request of the Company as a Director or officer as follows:
- i. Subject to the provisions of the Act every person who is or has been a Director, or officer and every person who serves at the Company's request as Director or officer shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by them in connection with any debt, claim, action, demand, suit, proceeding, judgment, decree, party or otherwise by virtue of their being or having been a Director, or officer of the Company or of another partnership, joint venture, trust or other enterprise at the request of the Company and against amounts paid or incurred by them in the settlement thereof except where any of the foregoing is attributable to any negligence, wilful default or bad faith on the part of such Director or officer;
 - ii. The words "claim", "action", "suit" or "proceedings" shall apply to all claims, actions, suits or proceedings (civil, criminal, administrative, legislative, investigative or other, including appeals) and shall include, without limitation, legal fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities;
 - iii. The rights of indemnification herein provided may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any Director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such a Director, or officer and shall enure to the benefit of the heirs, executors and administrators of such a person; and
 - iv. The Company may make advances of expenses incurred in the defence of any claim, action, suit or proceedings against any person whom the Company is obliged to indemnify.

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

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

NAME, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Signature and Name of Subscriber	Address of Subscriber	Description of Subscriber
 <hr/> Kieran Fleck	'Anchor Bridge', 15 Avoca Avenue Blackrock Co. Dublin	Individual


Signature in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888:

Name: *Kieran Fleck*

Address: *'Anchor Bridge' 15 Avoca Avenue
Blackrock Co. Dublin*


Dated this *22* day of *October* 2018

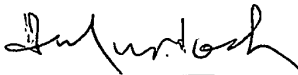
Pamela J. Leahy
30 Ashdown Rd
Ballybrack, Co. Dublin

 <u>Barry Dunlea</u>	"Glais Oileain", 3 The Birches Torquay Road Foxrock Dublin 18	Individual
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Signature in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888:

Name: Barry Dunlea
 Address: 'Glais Oileain' 3 The Birches
 Torquay Road Foxrock, D18
 Dated this 22 day of October 2018

 - 30 Ashlawn Park³⁸
 Ballybrack
 Co. Dublin

 Henry Murdoch	4 Kilmore Bailey View Harbour Road Dalkey Co Dublin	Individual
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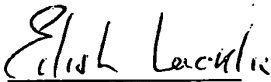
Signature in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888:

Name: *Henry Murdoch*

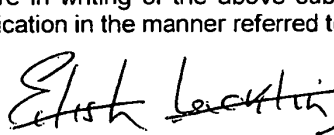
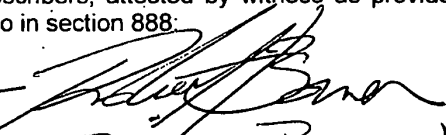
Address: *10 Kilmore, Bailey view,
Harbour Road, Dalkey, Co. Dublin*

Dated this *22* day of *October* 2018

*Pamela Sealy
30 Ashawn PK
Ballybrack
Co Dublin*

 <u>Eilish Macklin</u>	28 The Village Upper Drumcondra Road Dublin 9	Individual
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Signature in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888:

Name:  
ROBERT BOWEN

Address:

Dated this 19th day of October 2018