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THE CANDLE COMMUNITY TRUST
MEMORANDUM AND ARTICLES OF ASSOCIATION

COMPANY REGISTRATION NUMBER: 71945

CHARITY NUMBER: CHY 8999

COMPANIES ACT 1963 TO 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

THE CANDLE COMMUNITY TRUST
REGISTRATION NUMBER: 71945

1. The name of the Company (hereinafter referred to as "the Trust" is "THE CANDLE COMMUNITY TRUST".
2. The object for which the Trust is incorporated is to assist towards the full human development of young people who through environmental and other deprivation are alienated from and often destructive of society (hereinafter referred to as "the object") in so far as this may be done by a body of persons established for charitable purposes and not otherwise and the Trust may do all or any of the following things for the purpose of and so far as they are consistent with the object: -

MAIN OBJECTS

- (a) To establish day attendance centres where young people in accordance with the object of the Trust can meet for the purposes of discussion and receive counselling advice, assistance and friendship.
- (b) To promote, encourage, and participate in, the training of suitable persons in the skills of leadership to work with young people in accordance with the object of the Trust.

SUBSIDIARY OBJECTS

- (c) To employ, retain and engage counselling, educational, remedial, clerical, administrative, financial and other advisers, consultants, and employees of every description.
- (d) To supply and provide equipment and other facilities for the furtherance of the object and for study, research and the promotion of knowledge related to the object.
- (e) To make arrangements for the carrying on of the object, work and activities of the Trust and for this purpose to enter into such contracts or agreements in furtherance of the object of the Trust as may be thought fit.



POWERS

- (f) To purchase, hire, take on lease or licence or otherwise acquire or deal in real and personal property of every nature and description and to take, accept and create licences and rights, whether proprietary or otherwise, for the purpose of furthering the object of the Trust.
- (g) To sell, exchange, demise, let, mortgage or otherwise dispose of any real or personal property of the Trust.
- (h) 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 Trust, to mortgage or charge all or any part of the property of the Trust.
- (i) To accept, seek and collect grants, subscriptions, donations, devises and bequests for the promotion of the object.
- (j) To initiate, organise, run, engage in or be associated with exhibitions, theatrical, film, television or radio productions, lotteries, sweepstakes, drawings for prizes, competitions, flag days, garden fetes, and such other functions as may be calculated to assist in the raising of funds for the furtherance of the object.
- (k) To invest the monies of the Trust not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, provided that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any purpose.
- (l) To provide for the delivery and holding of courses, public meetings, classes and conferences, and the organisation of study groups and seminars, calculated directly or indirectly to promote and advance the object and to organise, sponsor, provide and encourage attendance at and participation in such courses, public meetings, classes, conferences, study groups and seminars wheresoever held and by whomsoever provided or organised and to publish or procure the publishing, producing and distribution of books, pamphlets, periodicals, journals and other literature (including audio-visual material) relating to the object.
- (m) To undertake and carry out research into all matters connected with the object on behalf of government departments, corporations, societies and bodies and to communicate to them the results of such research and to receive from them fees, donations, subscriptions and funds for such work and in support generally of the object.
- (n) To collaborate with other bodies and persons in Ireland and in other countries with the object of securing comparative study and research into all matters connected with the object.
- (o) To conduct research either by its own officers, servants and staff or by other persons temporarily associated with the Trust into all matters connected with the object.
- (p) To establish a college and to afford facilities to universities and colleges and other approved persons for research in all matters connected with the object.



(q) To establish, promote, operate, amalgamate, confer and consultable company, trust, association or society having objects similar to the Trust and which in the opinion of the Trust is calculated or likely to further the charitable object of the Trust whether directly or indirectly and which prohibits the distribution of its income and property to an extent at least as great as the restrictions imposed on the Trust by Clause 3 hereof.

(r) To do all or any of the above things either as principals, agents, trustees or otherwise and either by or through agents, subcontractors or trustees.

Provided that the Trust 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 Trust, would make it a trade union.

3. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust; but so that no member of the Board of Trustees or of any Committee of the Board shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Board or of such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board or of such Committee aforesaid may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. a) No addition, alteration, or amendment shall be made to or in the provision of the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.
- b) No addition, alteration to amendment shall be made to the objects of the Company, such that there would be non-compliance with the requirements of section 24(1) (a) and (b) of the Companies Act 1963, as provided for in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.
5. Clauses 3 and 4 of this Memorandum contain conditions to which a license granted by the Minister for Enterprise and Employment to the Trust in pursuance of Section 24 of the Companies Act, 1963, is subject.
6. The liability of the members is limited.



7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five pounds (IR£5.00).
8. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or theirs members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Trust with the approval of the Minister for Enterprise and Employment at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object approved by the said Minister.
9. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Trust; and subject to any reasonable restrictions as to the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors. The accounts will also be available to the Revenue Commissioners on request.

WE, the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of the Memorandum of Association.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Noel Clear 50 Tyrconnell Road Inchicore Dublin 8. Public Servant	Sr Marie Redmond 2 Croftwood Crescent Cherry Orchard Dublin 20. Primary Teacher
Sr Caoimhin Ní Uallacháin 42 St Lawrence's Road Chapelizod Dublin 20. Retired Teacher	Mary Kelly 29 Osprey Drive, Templeogue Dublin 6W Travel Manager
Mary Owens 34 Bayside Walk Sutton Dublin 13. Training Manger	Miceál Ó Regan 19 Clyde Road Dublin 4. Priest
John Hannon Apartment 2 Slane House Ardilaun Court Patrick Street Dublin 8. Clerk	Maura Roche 42 Greenlea Road Terenure Dublin 6. Secretary to the Trust

Dated the 20th day of June 1994

Witness to the above signatures:



COMPANIES ACTS 1963 to 1990
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

of

THE CANDLE COMMUNITY TRUST
REGISTRATION NUMBER: 71945

1. In these regulations unless there be something in the subject or context inconsistent therewith :-

"The Act" means the Companies Acts, 1963 to 1990.

"Trustees" means the members for the time being of the Board of Trustees hereby constituted.

"The Trust" means The Candle Community Trust.

"The Board" means the Board of Trustees.

"In Writing" means written or printed or partly written or partly printed.

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

"The Seal" means the Common Seal of the Trust.

"The Office" means the registered office for the being of the Trust.

Expressions referring in writing shall, unless the contrary intention appears, be construed as including reference to printing, Lithography, photography, and any other modes of representing or re-producing 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 became binding on the Trust.

MEMBERS

2. The Members with which the Trust proposes to be registered is 7, but the Trustees may from time to time register an increase of members.
3. (a) The subscribers to the Memorandum of Association and such other persons as the Trustees at their absolute discretion may admit to membership shall be members of the Trust, subject to payment of such membership subscription (if any) yearly or otherwise, as the Trustees at the like discretion shall determine.

(b) The Trustees may from time to time and at any time by resolution of the Board at their absolute discretion make such regulations as they see fit relating to Membership of the Trust, and may from time to time and at any time by like resolution at the like discretion alter such regulations to such extent and in manner as the Trustees shall see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of payable by such classes, the rights (if any) of voting at general meetings of the Trust of such members or classes members, and the duration of membership of the Trust or of any particular class of membership of the Trust. Providing that no regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution of the Trust passed in accordance with the Act.

(c) The Trustees may from time to time and at any time by resolution of the Board at their absolute discretion remove any member from membership of the Trust. Such member shall cease to be a member forthwith on the passing of such resolution. The Trustees shall give written notice to such member of his removal, and the failure to give such notice shall not prejudice the removal of the member. A member so removed may at the absolute discretion of the Trustees be re-admitted to membership upon such terms (if any) as the Trustees at the like discretion see fit.

(d) Any member may at any time resign as a member of the Trust by leaving at the office written notice to the Trust to that effect. Such resignation shall be effective seven days after receipt of such notice at the office or after all moneys immediately payable by such member to the Trust shall been paid, whichever shall be the later.

(e) The Minister for the time being exercising the functions which are no carried out by the Minister for Justice, Equality and Law Reform shall be entitled to nominate one member of the Board of Trustees of the Trust.

GENERAL MEETINGS

4. All general meetings of the Trust shall be held in the State.
5. (1) Subject to paragraph (2) the Trust shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Trust and that of the next.

(2) So long as the Trust holds its First Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the Annual General Meeting shall be held at such time and at such place in the State as the Trustees shall appoint.
6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Trustees may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the State sufficient Trustees capable of acting to form a quorum, any Trustee or any two members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trustees.



NOTICE OF GENERAL MEETINGS

8. (a) Subject to Sections 133 and 141 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 least, and a meeting of the Trust (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by fourteen days' notice in writing at least.

(b) The notice shall be exclusive of the days on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Trust, entitled to receive such notices from the Trust.
9. 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 of that meeting.



PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Trustees and auditors, the election of Trustees in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.
12. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
13. The Chairman of the Board of Trustees shall preside as Chairman at every General Meeting of the Trust. If he is not present within 15 minutes after the time appointed for the holding of the meeting, either of the Vice-Chairman of the Board of Trustees present shall preside as Chairman, or if neither Vice-Chairman is present within 15 minutes after the time appointed for the holding of the meeting, the Trustees present shall elect one of their number to be Chairman of the meeting.
14. If at any meeting no Trustee is willing to act as Chairman or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
15. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
 - (a) by the Chairman; or

- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on 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 Trust 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 the poll can be withdrawn.

17. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
18. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
20. Subject to Section 141 of the Act, a Resolution in writing signed by all the members for the time being entitled to attend and vote on such Resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Trust duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act.



VOTES OF MEMBERS

21. Subject to the provisions of Article 3, at General Meetings of the Trust every member shall have one vote.
22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by the court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
23. No member shall be entitled to vote at any General Meeting unless all moneys immediately payable by him to the Trust have been paid.
24. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Trust.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of the proxy shall not be treated as valid.



28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

I/We, _____
of _____
in the Country of _____ being member/members of
the above-named Trust hereby appoint _____
of _____
or failing him, _____
of _____
as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary,
as the case may be) General Meeting of the Trust to be held on the _____
day of _____ 19__ and at any adjournment thereof.

Signed this _____ day of _____ 19__
This form is to be used * in favour of/against the Resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

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

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.



BODIES CORPORATE ACTING REPRESENTATIVES AT MEETINGS

31. Any body corporate which is a member of the Trust may by Resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as the body corporate could exercise if it were an individual member of the Trust.

THE BOARD OF TRUSTEES

32. The Honorary Officers of the Trust who shall together constitute the Board of Trustees shall consist of a Chairman, two vice-chairman. And not less than three and not more than nine ordinary members of the Board of Trustees.

THE CHAIRMAN

33. (a) The Chairman shall be elected and shall hold office for a term of three years and shall be eligible for re-election for further terms in office.
(b) The first Chairman shall be appointed by instrument in writing under the hands of the subscribers of the Memorandum of Association or a majority of them.

THE VICE-CHAIRMAN

34. The two vice-chairmen shall be elected and shall hold office respectively for a term of one year and shall be eligible for re-election for further terms in office.
(b) The first vice-chairmen shall be appointed by instrument in writing under the hands of the subscribers of the Memorandum of Association or a majority of them.
35. The names of the first ordinary members of the Board of Trustees shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

BORROWING POWERS AND OTHER POWERS
AND DUTIES OF TRUSTEES

36. (a) The Trustees may exercise all the powers of the Trust to borrow money and to mortgage or charge its under-taking and property or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.
(b) The business of the Trust shall be managed by the Trustees or their nominee who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not by the Act or by these Articles required to be exercised by the Trust 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 Trust in General Meeting: but no direction given by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if that direction had not been given.

37. The Trustees 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 Trustees to be the attorney or attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Trustees 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 Trustees may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust 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 Trustees shall from time to time by resolution determine.
39. The Trustees shall cause minutes to be made in books provided for all purpose: -
- (a) of all appointments of offices made by the Trustees;
 - (b) of the names of the Trustees present at each meeting of the Trustees and of any Committee of the Trustees;
 - (c) of all resolutions and proceedings at all meetings of the Trust and of the Trustees and of Committees of Trustees.

DISQUALIFICATION OF TRUSTEES

40. The office of Trustee shall be vacated if the Trustee:
- (a) holds any other office or place of profit under the Trust; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Trustee by reason of any other made under Section 184 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Trust; or
 - (f) is convicted of an indictable offence unless the Trustees otherwise determine; or
 - (g) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

41. A Trustee may vote in respect of any contract in which he is interested or any matter arising thereout provided that the nature of such interest is disclosed to the meeting of Trustees at which such vote takes place.



RETIREMENT OF ORDINARY MEMBERS OF BOARD OF TRUSTEES

42. Every ordinary member of the Board of Trustees shall retire at the Second Annual General Meeting occurring after his appointment or election.
43. A retiring ordinary member of the Board of Trustees shall be eligible for re-election.
44. The Trust, at the meeting at which a trustee retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Trustee shall (subject to Article 45), if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such trustee has been put to the meeting and lost.
45. The Trustees may from time to time increase or reduce the number of Trustees, and may also determine in what rotation the increased or reduced number is to go out of office.
46. Subject to Article 45, the Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles.
47. The Trust may by ordinary Resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Trustee before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Trust and such Trustee. Such removal shall be without prejudice to any claim such Trustee may have for damages for breach of any contract of service between him and the Trust.
48. Subject to Article 45, the Trust may by Ordinary Resolution appoint another person in place of a Trustee removed from office under Article 47. Without prejudice to the powers of the Trustees under Article 46, but subject to Article 45, the Trust in General Meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee.

PROCEEDING OF TRUSTEES

49. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. If the Trustees so resolve it shall not be necessary to give notice of a meeting of Trustees

- to any Trustee who being resident in the State is for the time being absent from the State.
50. The quorum necessary for the transaction of the business of the Trustees shall be three.
51. The continuing Trustees may act notwithstanding any vacancy in their minimum number but, if and so long as their minimum number is reduced below the minimum number fixed by or pursuant to the Articles of the Trust the continuing Trustees or Trustee may act for the purpose of increasing the number of Trustees to that number or of summoning a General Meeting of the Company, but for no other purpose.
52. The ordinary members of the Board of Trustees shall elect the Chairman and two Vice-Chairmen of the Board of Trustees and they shall upon such election hold office in accordance with the provisions in that behalf of these Articles of Association. If the Chairman is not present within five minutes of the time appointed for the holding of any meeting of the Trustees, then either of the Vice-Chairmen present shall preside at the meeting; if neither of the Vice-Chairmen is present within the said time, then the ordinary members of the Board of Trustees present may choose one of their number to preside at the meeting.
53. The Trustees may delegate any of their powers to committees consisting of such member or members of the board as they think fit; 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 Trustees.
54. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
55. 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 Chairman shall have a second or casting vote.
56. All acts done by any meeting of the Trustees or of a Committee of Trustees or by any person acting as a Trustee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Trustee 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 Trustee.
57. A Resolution in writing, signed by all the Trustees for the time being entitled to receive notice of meeting of the Trustees shall be as valid as if had been passed at a meeting of the Trustees duly convened and held.
- SECRETARY
58. The Secretary shall be appointed by the Trustees for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.



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

THE SEAL

60. The seal shall be used only by the authority of the Trustees or of a Committee of Trustees authorised by the Trustees in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some person appointed by the Trustees for the purpose.

ACCOUNTS

61. The Trustees shall cause proper books of accounts to be kept relating to:
- (a) all sums of money received and expended by the Trust and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Trust; and
 - (c) the assets and liabilities of the Trust.

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

62. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Trustees think fit, and shall at all reasonable times be open to the inspection on the Trustees.

63. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being Trustees and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in General Meeting.

64. The Trustees shall from time to time in accordance with Sections 148, 150, and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Trust 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 Trust.

65. 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 Trust together with a copy of the Trustees' 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

66. Auditors shall be appointed and their duties regulated in accordance with Sections 160 and 163 of the Act.

NOTICES

67. A notice may be given by the Trust to any member either personally or by sending it by post to him to his registered 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 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.

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

- (a) every member;
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Trust.

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

INDEMNITY

69. Every Trustee, agent auditor, secretary and other officer for the time being of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him by the court.

WINDING UP

70. The provisions of Clause 8 of the Memorandum of Association relating to winding up and dissolution of the Company shall apply and have effect as if they were repeated in full in these presents.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Noel Clear
50 Tyrconnell Road
Inchicore
Dublin 8.

Public Servant

Sr Caoimhin Ní Uallacháin
42 St Lawrence's Road
Chapelizod
Dublin 20.

Retired Teacher

Mary Owens
34 Bayside Walk
Sutton
Dublin 13.

Training Manger

John Hannon
Apartment 2
Slane House
Ardilaun Court
Patrick Street
Dublin 8.

Clerk

Sr Marie Redmond
2 Croftwood Cresent
Cherry Orchard
Dublin 20.

Primary Teacher

Mary Kelly
29 Osprey Drive,
Templeogue
Dublin 6W

Travel Manager

Miceál Ó Regan
19 Clyde Road
Dublin 4.

Priest

Maura Roche
42 Greenlea Road
Terenure
Dublin 6.

Secretary to
the Trust

Dated the 20th day of June 1994

Witness to the above signatures:

