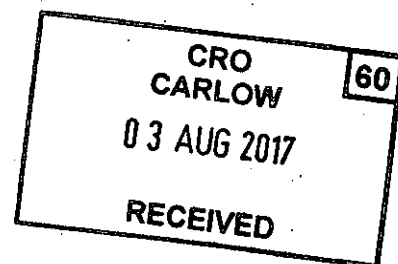




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COMPANIES ACT 2014
CONSTITUTION
OF
ANA LIFFEY DRUG PROJECT

*As amended by Special Resolution dated the
29th day of March 2017*



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MEMORANDUM OF ASSOCIATION

OF

ANA LIFFEY DRUG PROJECT

*As amended by Special Resolution dated the
29th day of March 2017*

- 1 The name of the company is **Ana Liffey Drug Project**.
- 2 The Company is a company limited by guarantee registered under Part 18 of the Act.
- 3 The main object for which the Company is established ("the Main Object") is:

To benefit the community through the provision of assistance for drug users and drug dependants and such other persons as are at risk in their efforts to overcome their drug problems.
- 4 As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:
 - 4.1 To establish a day centre and such facilities as will assist in the rehabilitation of the drug user and the drug dependant, and such other persons as are at risk.
 - 4.2 To establish work projects, to assist in the training of those in the care of the Company
 - 4.3 To inform and educate the Members of the Company and public opinion generally, to promote, implement and further the above mentioned main object, by the granting of prizes, awards and donations, by research, publications and organisation of meetings, seminars, conferences, study groups and the employment of oral and visual communication.
 - 4.4 To further assist the drug user and drug dependant in any way that the Director and staff might think fit.
 - 4.5 To educate and train persons in the care and treatment of drug users and drug dependant.
 - 4.6 To operate within Ireland, community houses and centres to provide shelter and comfort and residential and rehabilitation facilities and homes for drug users and drug dependants.
- 5 The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:
 - 5.1 To establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes anywhere in the world provided and to the extent that their activities are similar to the main object of the Company and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its main object;

- 5.2 To solicit, receive and accept subscriptions, grants, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents and other property whatsoever, real or personal, whether subject or not to any specific charitable trusts or conditions;
- 5.3 To carry on all or any of the businesses as aforesaid either as a separate business or as the principal business of the Company and to carry on any other business (whether manufacturing or otherwise) (except the issuing of policies of insurance) which may seem to the Company capable of being conveniently carried on in connection with the above main object.
- 5.4 To purchase, take on lease or in exchange or otherwise acquire real and chattel real property of all kinds and in particular lands, tenements and hereditaments of any tenure whether subject or not to any charges or incumbrances, and to hold or to sell, develop, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements or hereditaments for such consideration and on such terms as may be considered expedient.
- 5.5 To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 5.6 To acquire and hold shares and stocks of any class or description, debentures, debenture stock, bonds, bills, mortgages, obligations, investments and securities of all descriptions and of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business or issued or guaranteed by any government, state, dominion, colony, sovereign ruler, commissioners, trust, public, municipal, local or other authority or body of whatsoever nature and wheresoever situated and investments, securities and property of all descriptions and of any kind, including real and chattel real estates, mortgages, reversions, contingencies and choses in action.
- 5.7 To invest any moneys of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or deal with such investments and generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.
- 5.8 To accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, but with due regard to the requirement that prior permission be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years;
- 5.9 To purchase or otherwise acquire and undertake, the whole or any part of the business, goodwill, property, assets and liabilities of any person firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interests, or for co-operation, joint venture or for mutual assistance or reciprocal concession with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any debentures or securities so received.

- 5.10 To sell or otherwise dispose of the whole or any part of the business, undertaking, property or investments of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- 5.11 To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, in cash or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- 5.12 To borrow or raise money in any such manner and on such terms and for such purposes as the Company shall think fit, whether alone or jointly and / or severally with any person or persons, including, without prejudice to the generality of the foregoing, by the issue of debentures or debenture stock (perpetual or otherwise), and to secure, with or without consideration, the payment or repayment of any money borrowed, raised, or owing or any debt, obligation or liability of the Company or of any person whatsoever in such manner and on such terms as the Company shall think fit, and in particular by mortgage, charge, lien or debenture or any other security of whatsoever nature or howsoever described, perpetual or otherwise, charged upon all or any of the Company's property, undertaking, rights or assets of any description, both present and future and to purchase, redeem or pay off any such securities.
- 5.13 To receive money on loan upon such terms as the Company may approve and to guarantee, enter into any suretyship or joint obligation, grant indemnities in respect of, 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 by both such methods and whether in support of such guarantee or indemnity or suretyship or joint obligation or otherwise, the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person (including, without prejudice to the generality of the foregoing, the payment of any capital, principal, dividends or interest on any stocks, shares, debentures, debenture stock, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company) including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (within the meaning of section 8 of the Companies Act 2014) or another subsidiary of the Company's holding company or a subsidiary of the Company or otherwise related with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect, from entering into such guarantee or indemnity or suretyship or joint obligation or other arrangement or transaction contemplated herein.
- 5.14 To apply for, purchase or otherwise acquire and hold, use, develop, protect, sell, licence or otherwise dispose of, or deal with patents, brevets d'invention, copyrights, designs, trademarks, secret processes, know-how and inventions and any interest therein.
- 5.15 To form, promote, finance or assist any other company or association, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- 5.16 To draw, make, accept, endorse, discount, negotiate, and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments.

- 5.17 To act as managers, consultants, supervisors and agents of other companies or undertakings and to provide for such other companies or undertakings, management, advisory, technical, purchasing, selling and other services, and to enter into such contracts and agreements as are necessary or advisable in connection with the foregoing.
- 5.18 To establish, regulate and discontinue franchises, agencies and branches, appoint agents and others to assist in the conduct or extension of the Company's business and to undertake and transact all kinds of trust, agency and franchise business which an individual may legally undertake.
- 5.19 To make gifts or grant bonuses to any other persons who are or have been in the employment of the Company.
- 5.20 To employ such persons to perform such duties on such terms as the Company may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Company either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the Company and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company and the remuneration, tenure of office and other conditions of service of every Officer and servant appointed or engaged by the Company shall be such as the Company shall determine;
- 5.21 To make such provision for the education and training of employees and prospective employees of the Company and others as may seem to the Company to be advantageous to or calculated, whether directly or indirectly, to advance the interests of the Company or any Member thereof.
- 5.22 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the body as an employee, the present or former spouse or civil partner, or widow, widower or surviving civil partner and families dependents or connections of such persons 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 body 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 body; 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 body and to subscribe to guarantee money for charitable objects;
- 5.23 To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Directors, Members, employees and people using its premises and any property of which the Company may be a Director, manager, agent or custodian, against liability, loss and damage of every description;
- 5.24 To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill or influence or otherwise and to pay the premiums on such insurance.
- 5.25 To undertake and execute the office of nominees for the purpose of holding and dealing with any real or personal property or security of any kind for or on behalf of any government, local

authority, mortgagee, company, person or body; to act as nominee or agent generally for any purpose and either solely or jointly with another or others for any person, company, corporation, government, state or province, or for any municipal or other authority or local body; to undertake and execute the office of Director, executor, administrator, registrar, secretary, committee or attorney; to undertake the management of any business or undertaking or transaction, and generally to undertake, perform and fulfil any trust or agency business of any kind and any office of trust or confidence.

- 5.26 To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- 5.27 To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's main object and to obtain from any such government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges and concessions, including grant aid, which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, concessions and grant agreements.
- 5.28 To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the Minister for Jobs, Enterprise and Innovation or other authority for enabling the Company to carry its main object into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 5.29 To remunerate by cash payment any person or company for services rendered or to be rendered to the Company whether in the conduct or management of its business or any debentures or other securities of the Company or in or about the formation or promotion of the Company.
- 5.30 To carry out researches, investigations and work of every description in relation to the main object of the Company herein mentioned;
- 5.31 To establish links with other charitable bodies having similar objects with a view to mutual support and towards collaboration in shared projects relevant to the main object of the Company;
- 5.32 To take all lawful steps for raising funds for the purpose of the main object of the Company;
- 5.33 To procure the Company to be registered in any part of the world.
- 5.34 To transact or carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its main object.
- 5.35 To do all or any of the above things in any part of the world, either alone or in conjunction with others and either as principals, agents, contractors, factors, Directors or otherwise and either by or through agents, contractors, factors, Directors or otherwise.

The word "company" in this clause except where used in reference to this Company, where the context so admits, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated or whether domiciled or registered in Ireland or elsewhere and the intention is that

in the construction of this clause the objects set forth in each of the foregoing sub-paragraphs shall, except where otherwise expressed in the same paragraph, be regarded as independent objects and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

Provided always that the provisions of this clause shall be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

6 The liability of the Members is limited.

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

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

7.2 the adjustment of the rights of contributories among themselves,
such amount as may be required, not exceeding EUR1.27.

8 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 of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 9 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9 The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any Member or servant of the Company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by the Directors or other Members of the Company to the Company;

- c) reasonable and proper rent for premises demised and let by any Member of the Company (including any Director) to the Company;
 - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - e) fees, remuneration or other benefit in money or money's worth to any Company of which Directors may be a Member holding not more than one hundredth part of the issued capital of such Company;
 - f) Nothing shall prevent any payment by the company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
- 10 The Company must ensure that the Charities Regulatory Authority has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes must be given to the Charities Regulator Authority for approval, and the amendment shall not take effect until such approval is received.
- 11 True accounts shall be kept of the sums of money received and expended by the Company and the manner in respect of which such receipt and expenditure took place of all sales and purchases of all goods by the Company and of the property, credit and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Company for the time being shall be open to inspection of the Members. Once at least every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
- 12 Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

OF

ANA LIFFEY DRUG PROJECT

*As amended by Special Resolution dated the
29th day of March 2017*

1 Interpretation

1.1 In this Constitution:

"Act" means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

"Agent" means any company, firm, or persons who agrees to and is authorised to act pursuant to an agency relationship on behalf of the Directors, represent it and bind it in business transactions with third parties;

"Attorney" means any company, firm, or persons legally appointed by the Directors by means of power of attorney to act on their behalf in the transaction of business;

"Board" means the Board of Directors of the Company (or the Directors when referred to in the Act in the sense of a Board of Directors) and "Director" in the singular or plural means a Member of the Board (or a Director or Directors when referred to in the Act and in the sense of an individual Director or individual Directors);

"Charities Act" means the Charities Act 2009;

"Charities Regulatory Authority" means the Charities Regulatory Authority established under the Charities Act;

"Committee" means any committee established in accordance with the Regulations as the context so requires; **"Company"** means Ana Liffey Drug Project;

"Constitution" has the meaning set out in Regulation 1.2;

"Director" means a director of the Company and the "Directors" means the Directors or any of them acting as Directors of the Company for the purposes of the Act.

"Directors Report" means the annual report of the Directors as referred to in the Regulations;

"EEA Agreement" means the Agreement on the European Economic Area signed at Oporto on 2 May 1992, as adjusted by the Protocol signed at Brussels on 17 March 1993;

"EEA state" means a state, including the State, which is a contracting party to the EEA Agreement;

"Electronic communication", "electronic signature" and "advanced electronic signature" each has the meaning set out in the Electronic Commerce Act 2000;

"Member" means member of the Company and includes any additional members

"Officer" means an individual holding a position of trust with the Company with the responsibility of performing duties and functions on behalf of the Company;

"Ordinary resolution" means a resolution passed by a simple majority of the votes cast by Members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

"Quorum" has that meaning to that term given in accordance with Regulation 18.3 and Regulation 32.1 herein;

"the Register" means the Register of Members pursuant to the Act;

"Registered person" means such person as is authorised to bind the Company in accordance with section 39 of the Act;

"Regulations" means provisions of this Constitution, as amended from time to time

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

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"Special resolution" means a resolution passed by not less than 75 per cent of the votes cast by such Members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

"State" means the Republic of Ireland;

- 1.2 The optional provisions of the Act (as defined by section 54 of the Act) shall apply to the Company save to the extent that they are excluded or modified by this Constitution and such optional provisions (as so excluded or modified) together with the Regulations contained in this Constitution shall constitute the Regulations of the Company (the **"Constitution"**);
- 1.3 Words denoting the singular number include the plural number and vice versa and words denoting a gender include each gender;
- 1.4 Words or expressions contained in this Constitution which are not defined in this Constitution but are defined in the Act have the same meaning as in the Act at the date of adoption of this Constitution unless inconsistent with the subject or context;
- 1.5 Headings are inserted for convenience only and do not affect the construction of this Constitution;
- 1.6 Any reference to a "person" shall be construed as a reference to any individual, firm, company, corporation, undertaking, government, state or agency of a state or any association or partnership (whether or not having separate legal personality);
- 1.7 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them and except where expressly provided by the terms of delegation, the

delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under this Constitution or under another delegation of the power;

- 1.8 References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, and "written" shall be construed accordingly; and
- 1.9 Any reference to any statute, statutory provision or to any order or Regulation shall (save as expressly provided in this Constitution) be construed as a reference to the statute, provision, order or Regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of adoption of this Constitution) and all statutory instruments, Regulations and orders from time to time made thereunder or deriving validity therefrom (whether before or after the date of adoption of this Constitution).

MEMBERSHIP

2 Membership of the Company

- 2.1 The initial subscribers to the Memorandum of which there were seven (7) were the first Members of the Company.
- 2.2 Subject to Regulation 2.11, the Members of the Company, with the consent of the Directors, may from time to time register an increase or decrease of Members of the Company.
- 2.3 The Members of the Company shall consist of a minimum of three (3) and shall consist of such persons as the Directors shall from time to time admit to Membership and shall be entered on the Register of Members.
- 2.4 Every person to be admitted to Membership of the Company shall be subject to the rules, byelaws and Regulations applicable to the Company.
- 2.5 Every person shall use his best endeavours to promote the main object and interests of the Company and shall observe all the Company's Regulations affecting him contained in or effective to these presents.
- 2.6 The rights and liabilities attaching to any Member of the Company may be varied from time to time by special resolution of the Company.
- 2.7 The rights of every Member of the Company shall be personable to him and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
- 2.8 Members of the Company shall not be entitled to any remuneration for their services, but the Directors may authorise the payment by the Company to any such Members of any reasonable and proper out of pocket expenses incurred by him in performance of his duties or otherwise in connection with the affairs of the Company.
- 2.9 The Secretary shall keep an accurate Register of Members containing the names and addresses, together with such particulars as may be required by the act.

2.10 Where the Company has increased the number of its Members of the Company beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.

2.11 If and when the number of Members of the Company shall become reduced to less than **three (3)** steps will be taken immediately by the remaining Members of the Company to increase the number to amend this.

3 Resignation, Cessation and Expulsion of Members of the Company

3.1. Membership of the Company shall cease:

3.1.1 on the Member's death;

3.1.2 if the Member resigns as a Member by sending one Month's notice in writing to the Secretary;

3.1.3 if the Member is adjudicated bankrupt or being a bankrupt and has not obtained a certificate of discharge in the relevant jurisdiction.

3.1.4 if the Member becomes of unsound mind;

3.1.5 If the Directors resolve that he has ceased to be a Member and notice in writing of such decision is given to him;

3.1.6 if the Member fails to pay his annual subscription;

3.1.7 if in the opinion of the majority of the Members, that Member is not discharging his duties in accordance with the ethos, mission and philosophy of the Company;

3.1.8 if the Member is disqualified from being a charity trustee of any charitable organisation pursuant to Section 55 of the Charities Act.

3.1.9 if any Member shall refuse or willfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a Member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a Member shall be expelled such Members may by a Resolution of the Directors expelled from Membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think it.

CORPORATE CAPACITY AND AUTHORITY

4 Registered Person

Where the Directors authorise any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of the authorisation in accordance with section 39 of the Act.

5 Powers of Attorney

The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State for the time being. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

6 The Common Seal

- 6.1 The Company shall have a common seal or seals that shall state the Company's name, engraved in legible characters.
- 6.2 The Company's seal shall be used only by the authority of its Directors, or of a committee of its Directors authorised by its Directors in that behalf. Any instrument to which the Company's seal shall be affixed shall be:
 - 6.2.1 signed by a Director and be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; or
 - 6.2.2 signed by a person (including a Director) appointed for the purpose by its Directors or a committee of its Directors authorised by its Directors in that behalf.
- 6.3 If there is a registered person in relation to the Company, 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:
 - 6.3.1 by the Secretary or a Director; or
 - 6.3.2 by some other person appointed for the purpose by its Directors or a committee of its Directors authorised by its Directors in that behalf.
- 6.4 Any instrument to which the common seal is affixed shall not be signed by the same person acting both a Director and Secretary.
- 6.5 Section 43(2) and section 43(3) of the Act do not apply.

7 Debentures

- 7.1 The Company shall:
 - 7.1.1 neither apply to have securities (or interests in them) admitted to trading or to be listed on; nor
 - 7.1.2 have securities (or interests in them) admitted to trading or listed on,

any market, whether a regulated market or not, in the State or elsewhere; however nothing in this Regulation prohibits the admission to trading or listing (or an application being made therefor) on any market of debentures (or interests in them) for the purposes of any of paragraphs (a) to (e) of section 68(3) of the Act.

CORPORATE GOVERNANCE

8 Company Secretary

- 8.1 The Secretary shall be appointed by the Directors for such term, at such remuneration (unless the Secretary is also a Director in which case the Secretary cannot be remunerated) and upon such conditions as the Directors may think fit and any Secretary so appointed may be removed by them.
- 8.2 The Secretary shall be responsible for the maintenance and custody of the records and books required by the Acts. The Directors may authorise the payment by the Company to the Secretary of any reasonable and proper expenses incurred in the performance of the duties or otherwise in connection with the affairs of the Company.
- 8.3 The provisions of the Acts or these Regulations requiring or authorising a matter 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 a Director and as or in place of the Secretary.
- 8.4 The Secretary shall furnish minutes of any or all meetings of the Directors of the Company on that individual Member's request.

9 The Directors

- 9.1 The Company shall have at least three (3) Directors but not more than twelve (12), the majority of whom must be resident in the State for the time being. If at any time there are no Directors appointed to the Board, the Members of the Board shall pass an ordinary resolution appointing persons to act as Directors.
- 9.2 The affairs of the Company shall be governed by the Directors subject to the provisions of the Act, the Constitution and these Regulations and to such directions being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting but no alteration of the Constitution or Regulations and no such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that alteration or direction had not been given, the powers given by this Regulation shall not be limited by any special power given to the Directors by the Regulations.
- 9.3 The role of the Directors is inter alia to provide vision, leadership and guidance through the review, approval and establishment of policies and strategic plans for the Company.
- 9.4 The objective of the Directors is to achieve a process of decision making which will provide for the needs of all those working in the Company and those served by the Company.
- 9.5 Directors shall be chosen on the basis of their willingness to serve, ability, governance experience and their support of the ethos, mission and philosophy of the Company.
- 9.6 Every Director shall use his best endeavours to promote the objects and interests of the Company's and shall observe all the Company's Regulations affecting him.
- 9.7 No person shall be eligible for election as a Director who is not a Member of the Company.

- 9.8 No one may be appointed a Director if he would be disqualified from acting under the provisions of Regulations 13 and 14.
- 9.9 The Directors shall from time to time, as they deem appropriate, promulgate rules and Regulations for the conduct and management of the Company, provided always that same shall not be in conflict with these Regulations.
- 9.10 The Directors shall have the right and obligation to oversee the use and display of the "*Ana Liffey Drug Project*" name and logo and any derivation thereof that may be established by or under the control of the Company.

10 Borrowing Powers

- 10.1 Subject to Clause 5.12 the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability obligations of the Company or of any third party.

11 Appointment of Members of The Directors

- 11.1 Any purported appointment of a Director without that Director's consent shall be void.
- 11.2 The first Directors shall be those persons determined in writing by the subscribers of the Constitution or a majority of them. Thereafter the Members of the Company shall elect the Directors at a general meeting of the Company.
- 11.3 The Directors may from time to time 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 maximum number provided for in this Constitution.
- 11.4 Any Director appointed as mentioned in 11.3 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
- 11.5 The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under section 146 of the Act and, without prejudice to the powers of the Board under Regulation 4, the Company in a general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
- 11.6 The application of section 144(3) of the Act shall be modified accordingly.

12 Re-appointment, Retirement and Replacement of Members of The Directors

- 12.1 The Directors ("the Existing Directors") in existence at the time of the adoption of these Regulations shall be the Directors of the Company and shall remain in office until they have completed their existing terms of office. Thereafter, the Existing Directors may be reappointed for one further term of four (4) years.
- 12.2 Subject to Regulation 12.1, the term of office of a Director shall be four (4) years and a Director may be reappointed for a further one (1) consecutive term of four (4) years (being a maximum consecutive period of 8 years).

- 12.3 Notwithstanding Regulation 12.2, a Director who has previously served for a period of eight (8) years may be subsequently reappointed after a period of one year has elapsed.
- 12.4 Retiring Directors eligible for reappointment are obliged to seek re-appointment.
- 12.5 The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
- 12.6 Subject as aforesaid, a Director who retires at an Annual General Meeting may be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 12.7 Subsequent terms of office for retiring of Directors that are reappointed shall commence at the conclusion of the Annual General Meeting that follows shortly after their reappointment.
- 12.8 The application of section 1196 of the Act shall be modified accordingly.

13 Removal of Members of The Directors

- 13.1 In accordance with section 146 of the Act, the Company may by ordinary resolution remove a Director before the expiration of his period of office notwithstanding any agreement between the Company and that Director.

14 Vacation of Office

- 14.1 The office of Director shall be vacated if:
 - 14.1.1 the Director is adjudicated bankrupt or being bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - 14.1.2 the Director becomes or is deemed to be subject to a disqualification order within the meaning of the Act; or
 - 14.1.3 the Director resigns his or her office by notice in writing to the Company or if he or she resigns his or her office by spoken declaration at any Directors' meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting; or
 - 14.1.4 the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - 14.1.5 a declaration of restriction is made in relation to the Director ;
 - 14.1.6 the Director is sentenced to a term of imprisonment following conviction of an indictable offence unless the of Directors determines otherwise; or
 - 14.1.7 the Director is absent for three (3) successive meetings of the Directors without special leave of absence and the Directors pass a resolution that he has by reason of such absence, vacated office; or

14.1.8 the Director is requested by his or her co-Directors to vacate his or her office. Any such request shall be made in writing (and may be in counterparts) by letter, email, facsimile or other means or alternatively shall be made orally at a Directors' meeting at which such co-Directors are present in person or by proxy, irrespective of whether the Director in respect of whom the request is being made is present or not. The vacation of the said Director's office shall take effect on the date the request is made or, if later, the date stated to be the effective date in that request or, if the request is made orally at the Directors meeting, with effect from the termination of the meeting. Notification of any request under this Regulation shall be sent by the Company by recorded delivery to the Director at his usual residential address as notified to the Company, or if not so notified, then to the address of the Director's last known to the Company.

14.1.9 A Director is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act.

14.2 The application of section 148(2) of the Act shall be modified accordingly.

15 Remuneration of the Directors

15.1 The Directors of the Company shall not be entitled to remuneration.

15.2 Subject to clause 9 of the memorandum of association Directors may however be paid reasonable and proper travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board, or general meetings of the Company, or otherwise in connection with the business of the Company.

15.3 Without prejudice to the provisions of Regulation 15.2, the Directors may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was:

15.3.1 a Director, other officer, employee or auditor of the Company, or of any body which is or was the holding company or subsidiary of the Company, or in which the Company or such holding company or subsidiary has or had any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary is or was in any way affiliated or associated; or

15.3.2 a trustee of any pension fund in which employees of the Company or any other body referred to in Regulation 15.3.1 is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

15.4 The application of section 1197 shall be modified accordingly.

PROCEEDINGS OF THE BOARD

16 General Power of Management and Delegation

- 16.1 The business of the Company shall be managed by its 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:
- 16.1.1 any Regulations contained in this Constitution;
 - 16.1.2 the provisions of the Act; and
 - 16.1.3 such directions, not being inconsistent with the foregoing Regulations or provisions, as the Company in general meeting may (by special resolution) give.
- 16.2 The Directors may delegate any of their powers to such person or persons as they think fit, including committees. Any such committee shall, in the exercise of the powers so delegated, conform to any Regulations that may be imposed on it by the Directors.

17 Meetings of the Directors and Committees

- 17.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 17.2 Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
- 17.3 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.
- 17.4 All Directors shall be entitled to reasonable notice of any meeting of the Directors but it shall not be necessary to give notice of a meeting of the Directors to any Directors who, being resident in the State, is for the time being absent from the State.
- 17.5 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three (3).
- 17.6 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
- 17.7 The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office, but if no such Chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of present may choose one of their number to be chairperson of the meeting.
- 17.8 A Director may not vote in respect of any contract in which he is interested or any matter arising thereat.

- 17.9 The Directors may establish one or more committees consisting in whole or in part of Directors and staff representatives of the Company as they think fit.
- 17.10 A committee established under this Constitution may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Members of the committee present may choose one of their number to be chairperson of the meeting.
- 17.11 A committee may meet and adjourn meetings as it thinks proper.
- 17.12 Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson shall have a second or casting vote.
- 17.13 The application of section 160 of the Act shall be modified accordingly.

18 Written Resolutions of The Directors

- 18.1 A resolution in writing signed by all the Directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held.
- 18.2 A resolution referred to in Regulation 18.1 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors.
- 18.3 Subject to Regulation 18.4, where one or more of the Directors (other than a majority of them) would not, by reason of:
- (a) the Act or any other enactment;
 - (b) the Constitution; or
 - (c) a rule of law,
- be permitted to vote on a resolution such as is referred to in Regulation 18.1, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Regulation 18.1, shall be valid for the purposes of that Regulation if the resolution is signed by those Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.
- 18.4 In a case falling within Regulation 18.3, the resolution shall state the name of each Director who did not sign it and the basis on which he or she did not sign it.
- 18.5 For the avoidance of doubt, nothing in the preceding Regulations dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.
- 18.6 The application of section 161 of the Act shall be modified accordingly.

19 Meetings of The Directors by Conference

19.1 A meeting of the Directors or of a committee of the Directors may consist of a conference 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 and:

19.1.1 a Director or member of a committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

19.1.2 such a meeting shall be deemed to take place in such location as the Directors, or members of the committee, decide and failing that where the chairperson of the meeting is located.

19.2 The application of section 161 of the Act shall be modified accordingly.

20 Duty of a Director to Disclose his or her Interest in Contracts made by Company

In accordance with section 231 of the Act, it shall be the duty of a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest to the Company.

21 Minutes of Proceedings of The Directors

21.1 The Company shall cause minutes to be entered in books kept for that purpose of:

- (a) all appointments of officers made by the Directors;
- (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
- (c) all resolutions and proceedings at all meetings of the Directors and of committees of the Directors.

GENERAL MEETINGS AND RESOLUTIONS

22 Annual General Meeting

22.1 Subject to Regulation 22.2, the Company 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 Company and that of the next.

22.2 So long as the Company holds its first annual general meeting within 18 months after the date of its incorporation, it need not hold it in the year of its incorporation or in the following year.

- 22.3 The financial statements and report of the Directors and the statutory auditors for a financial year shall be laid before a general meeting of the Company not later than nine months after the financial year end date.

23 Location and Means for Holding General Meetings

- 23.1 An annual general meeting of the Company or an extraordinary general meeting of it may be held inside or outside of the State.
- 23.2 If the Company holds its annual general meeting or any extraordinary general meeting outside of the State then, unless all of the Members entitled to attend and vote at such meeting consent in writing to its being held outside of the State, the Company shall make, at the Company's expense, all necessary arrangements to ensure that Members of the Company can by technological means participate in any such meeting without leaving the State.
- 23.3 A meeting referred to in the foregoing Regulation may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides Members, as a whole, with a reasonable opportunity to participate.

24 Extraordinary General Meetings

- 24.1 The Directors of the Company may, whenever they think fit, convene an extraordinary general meeting. If, at any time, there are not sufficient Directors capable of acting to form a quorum, any Director or any Member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 24.2 The Directors shall, on the requisition of one or more Members of the Company holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the Members of the Company having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
- 24.3 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 24.4 If the Directors does not within 21 days after the date of the deposit of the requisition proceed to convene a meeting to be held within two months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50 per cent of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months after the requisition date.
- 24.5 Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

24.6 For the purposes of Regulations 24.2 to 24.5, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice of it as is required by section 181 of the Act.

24.7 A meeting convened under Regulation 24.4 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

25 Persons entitled to Notice of General Meetings

25.1 Notice of every general meeting of the Company shall be given to:

25.1.1 every Member and

25.1.2 the Directors and Secretary of the Company.

25.2 Unless the Company is entitled to and has availed itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company shall be entitled to:

25.2.1 attend any general meeting of the Company;

25.2.2 receive all notices of, and other communications relating to, any general meeting which any Member of the Company is entitled to receive; and

25.2.3 be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.

26 Notice of General Meetings

26.1 A meeting of the Company, other than an adjourned meeting, shall be called:

26.1.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

26.1.2 in the case of any other extraordinary general meeting, by not less than seven days' notice.

26.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Regulation 26.1, be deemed to have been duly called if it is so agreed by:

26.2.1 all the Members of the Company entitled to attend and vote at the meeting; and

26.2.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company.

26.3 A resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the Members of the Company having the right to attend and vote at any such meeting, being

a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members of the Company.

26.4 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a Member of the Company, then, for the purposes of any 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.

26.5 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.

26.6 The notice of a meeting shall specify:

- (a) the place, the date and the time of the meeting;
- (b) the general nature of the business to be transacted at the meeting;
- (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
- (d) with reasonable prominence a statement that:
 - (i) a Member entitled to attend and vote is entitled to appoint a proxy using the form set out in section 184 of the Act to attend, speak and vote instead of him or her;
 - (ii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

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

27 Quorum

27.1 No business shall be transacted at any general meeting of the Company unless a quorum of Members of the Company is present at the time when the meeting proceeds to business.

27.2 One third (1/3) of the Members of the Company present in person or by proxy at a general meeting of it shall be a quorum.

27.3 If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:

27.3.1 where the meeting has been convened upon the requisition of Members of the Company, the meeting shall be dissolved;

27.3.2 in any other case:

- (a) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine; and
- (b) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members of the Company present shall be a quorum.

28 Proxies

- 28.1 Subject to Regulation 28.3, any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his or her proxy to attend and vote instead of him or her. No person other than a Director or a Member of the Company may be appointed to act as a proxy.
- 28.2 A proxy so appointed shall have the same right as the Member to speak at the meeting and to vote on a show of hands and on a poll.
- 28.3 A Member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 28.4 The instrument appointing a proxy (the "instrument of proxy") shall be in writing:
 - (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) 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.
- 28.5 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 concerned 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 the 'appointed time' as defined in Regulation 28.6.
- 28.6 The appointed time is:
 - (a) immediately before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, immediately before the time appointed for the taking of the poll,
 and the application of section 183(6) of the Act shall be modified accordingly.
- 28.7 The depositing of the instrument of proxy referred to in Regulation 28.5 may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means; and this Regulation likewise applies to the depositing of anything else referred to in Regulation 28.5.
- 28.8 If Regulation 28.5 or Regulation 28.6 is not complied with, the instrument of proxy shall not be treated as valid.

- 28.9 Subject to Regulation 28.10, a vote given 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.
- 28.10 Regulation 28.9 does not apply if notice in writing of the occurrence of one of the events mentioned in that Regulation is received by the Company concerned at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 28.11 Subject to Regulation 28.12, if, for the purpose of any meeting of the Company, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense to some only of the Members entitled to be sent a notice of the meeting and to vote at it by proxy, any officer of the Company who knowingly and intentionally authorises or permits their issue in that manner shall be guilty of a category 3 offence.
- 28.12 An officer shall not be guilty of an offence under Regulation 28.11 by reason only of the issue to a Member, at his or her request in writing, of a form of appointment naming the proxy or of a list of persons willing to act as proxy if the form or list is available on request in writing to every Member of the Company entitled to vote at the meeting by proxy.

29 Form of Proxy

- 29.1 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

Ana Liffey Drug Project ("the Company")

[name of Member of the Company] ("the Member") of [address of Member] being a Member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting instructions to Proxy (choice to be marked with an "X")			
Number or description of resolution	In favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed the proxy will vote as he or she thinks fit.

Signature of Member

Date:

30 Annual Subscription

- 30.1 The annual subscription payable by the Members of the Company shall be determined from time to time by the Directors and shall be payable on election to Membership for the year in which election takes place, and thereafter shall be payable in advance on the 1st February in every year.

31 Representation of Bodies Corporate at Meetings of Companies

- 31.1 A body corporate may, if it is a Member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members of the Company.
- 31.2 A body corporate may, if it is a creditor (including a holder of debentures) of the Company, by resolution of its directors or other governing body authorise such person (in this section also referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or the provisions contained in any debenture or trust deed, as the case may be.
- 31.3 An authorised person shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual Member of the Company, creditor or holder of debentures of the Company.
- 31.4 The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this section to produce such evidence of the person's authority as such as the may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

32 Proceedings at Meetings

- 32.1 The Chairperson, if any, of the Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 32.2 If at any meeting no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members of the Company present and entitled to vote shall choose one of the Members of the Company present and entitled to vote to be chairperson of the meeting.

- 32.3 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.
- 32.4 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 32.5 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 32.6 Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:
- (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 32.7 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 in addition to any other vote he or she may have.
- 32.8 The application of section 187 of the Act shall be modified accordingly.

33 Votes of Members of the Company

- 33.1 Where a matter is being decided (whether on a show of hands or on a poll), every Member of the Company present in person and every proxy shall have one vote, but so that no individual Member shall have more than one vote.
- 33.2 Each of the following:
- (a) a Member of unsound mind;
 - (b) a Member who has made an enduring power of attorney;
 - (c) a Member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;
- may vote, whether on a show of hands or on a poll, by his or her committee, donee of a registered enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.
- 33.3 Any such committee, donee of an enduring power of attorney, receiver, guardian, or other person may speak and vote by proxy, whether on a show of hands or on a poll.

- 33.4 No Member shall be entitled to vote at any general meeting of the Company unless all moneys immediately payable by him or her to the Company have been paid.
- 33.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- 33.6 Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- 33.7 The application of section 188 of the Act shall be modified accordingly.

34 Unanimous Written Resolutions

- 34.1 A resolution in writing signed by all the Members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution.
- 34.2 A resolution passed in accordance with Regulation 34.1 shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any Member, the statement shall be prima facie evidence that it was signed by him or her on that date.
- 34.3 If a resolution passed in accordance with Regulation 34.1 is not contemporaneously signed, the Company shall notify the Members, within 21 days after the date of delivery to it of the documents referred to in Regulation 34.4, of the fact that the resolution has been passed.
- 34.4 The signatories of a resolution passed in accordance with Regulation 34.1 shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the written resolution; without prejudice to the use of the other means of delivery generally permitted by the Act, such delivery may be effected by electronic mail or the use of a facsimile machine.
- 34.5 This Regulation does not apply to a resolution to remove a Director or a resolution to effect the removal of a statutory auditor from office, or so as not to continue him or her in office.
- 34.6 A resolution referred to in Regulation 34.1 may be signed by electronic signature or advanced electronic signature.

35 Minutes of Proceedings of Meetings of the Company

The Company shall, as soon as may be after their holding or passing, cause minutes of all proceedings of general meetings of it, and the terms of all resolutions of it, to be entered in books kept for that purpose. All such books kept by the Company in pursuance of this Regulation shall be kept at the same place.

36 Service of Notices on Members

- 36.1 Any notice to be given, served, sent or delivered pursuant to this Constitution (save where it is to be given, served, sent or delivered by electronic means) shall be in writing.
- 36.2 A notice or document to be given, served, sent or delivered in pursuance of this Constitution may be given to, served on, sent or delivered to any Member by the Company:
- (a) by hand delivering it to the Member or his authorised agent or where the Member is a body corporate, to any officer of that body corporate;
 - (b) by leaving it at the registered address of the Member;
 - (c) by sending it by post in a pre-paid letter addressed to the Member at the registered address of the Member;
 - (d) by sending it by courier in a pre-paid letter addressed to the Member at the registered address of the Member;
 - (e) by sending it by means of electronic mail or facsimile or other means of electronic communication approved by the Directors to the address of the Member notified to the Company by the Member for such purpose (or if not so notified, then to the address of the Member last known to the Company).
- 36.3 Any notice served, given, sent or delivered in accordance with the foregoing Regulations shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the Member, to have been served, given sent or delivered:
- (a) in the case of hand delivery, at the time of delivery (or, if delivery is refused, when tendered);
 - (b) in the case of it being left, at the time that it is left;
 - (c) in the case of its being posted or couriered on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted or couriered:
 - (i) on a Friday – 72 hours after despatch; or
 - (ii) on a Saturday or Sunday – 48 hours after despatch;
 - (d) in the case of electronic means being used in relation to it, 12 hours after despatch.
- 36.4 Every Member shall be bound by a notice served, given, sent or delivered as aforesaid notwithstanding that the Company may have notice of the death, insanity, bankruptcy, liquidation or disability of such Member.
- 36.5 Notwithstanding anything contained in these Regulations the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or other area other than Ireland.

36.6 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Company may be written (in electronic form or otherwise) or printed.

36.7 In this Regulation "registered address" in relation to a Member, means the address of the Member as entered in the register of Members.

36.8 Section 218 of the Act does not apply.

37 **Accounts**

37.1 The Directors shall cause proper books of account to be kept relating to: -

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper Books of account are not deemed to be kept unless they give a true and fair view of the Company's financial affairs and transactions.

37.2 Subject to section 283 of the Act the books of account shall be kept at the Office or at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

37.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or Regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in a General Meeting.

37.4 The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the Annual General Meeting of the Company.

37.5 A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' Report and Auditors' Report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

38 **Audit**

38.1 The Auditor shall be appointed in accordance with the Act. Subject to the provisions of the Act, all acts done by any person acting as Auditor shall, as regards all persons dealing in good faith with the Company be valid notwithstanding if there was some defect in his/her appointment or that he/she was at the time of his/her appointment not qualified for appointment.

LIABILITY OF OFFICERS

39 Fiduciary Duties of The Directors

- 39.1 For the purposes of section 228(1) of the Act but subject to clause 9 of the memorandum of association, the reasonable use by a Director for his own benefit, or anyone else's benefit, of any of the Company's property where such use is directly or indirectly connected with the business objectives of the Company shall be permitted.

40 Indemnity for Officers

- 40.1 Subject to the provisions of the Act, the Company may indemnify any officer of the Company against any liability incurred by him in defending proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any proceedings or application under statute for which relief is granted to him by the court.

WINDING UP

41 Winding Up

- 41.1 Clause 8 of the Memorandum of Association of the Company relating to the winding up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Regulations.

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

NAME, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Frank Brady S.J., 24, Gardiner Place, Dublin 1, Priest

Mara Delacy, 4, North Square, Inchicore, Dublin 8, Administrator

Carol Matthews, 34, Foxrock Avenue, Dublin 18, Psychologist

Father Michael Mernagh O.S.A. , St. Catherines, Meath Street, Dublin, Priest

David Went, Dunsandle, Corbawn Lane, Shankill, Co. Dublin, Bank Official

Bill Gentiles, 377, Bunratty Road, Coolock, Dublin 5, Psychiatric Social Worker

Derek Dolling, 15, Leopardstown Gardens, Stillorgan, Co. Dublin

Witness to the above signatures

Catriona Gahan
2, Vernon Avenue
Clontarf
Dublin 3