

COMPANIES ACT 1963 to 2013

Company Limited by Guarantee

AND

Not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

ANA LIFFEY DRUG PROJECT

1. The name of the Company (hereinafter referred to as “The Company”) is Ana Liffey Drug Project.
2. The Main Object for which the Company is established 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.

3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are only to be used for the attainment of that main object and any income generated therefrom is to be applied for the main object only :-
  - a. 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.
  - b. To establish work projects, to assist in the training of those in the care of the Company
  - c. 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.
  - d. To further assist the drug user and drug dependant in any way that the Council and staff might think fit.
  - e. To educate and train persons in the care and treatment of drug users and drug dependant.
  - f. 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.

4. In furtherance of the main object the Company shall have the following powers:
- a. To enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint adventure, reciprocal concession or otherwise with any person, company or partnership whose objects are solely charitable, carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and which seems to the Council to be considered necessary to the main object of the Company, and which prohibits the distribution of its income and assets to at least as great a degree as the company by virtue of Clause 5 hereof and to lend money to guarantee the contracts of or otherwise assist any such person, company or partnership, and to take over or otherwise acquire shares, stock, debenture, or debenture stock and securities of any such person, company or partnership and to sell, hold, re-issue with or without guarantee or otherwise deal with same.
  - b. To erect, provide, construct, build, equip, maintain, conduct and manage to provide facilities and financial or other assistance for buildings and other places for the purposes of the Company.
  - c. To raise money for the main object of the Company by all lawful means including collecting, flag days, functions, sales, subscriptions, bingo, dances, fashion shows, concerts, and any other fund raising activities, and by issuing appeals for and accepting donations.
  - d. To exchange any lands, buildings or real or personal property held by the Company for other land, buildings or real or personal property or to sell lease, let, dispose of or otherwise deal with any lands, buildings, or otherwise deal with any lands, buildings or other real or personal property of the Company.
  - e. To acquire by gift, purchase, fee farm grant, lease, mortgage, charge or otherwise and to hold any real or personal property and any rights over or in such.
  - f. To construct, alter, restore, repair maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the case or management (whether jointly with any other person or not) of the Company and generally to maintain, uphold, manage, improve and develop the property of the Company.
  - g. To procure the Company to be registered or recognised in any country, state or place and to comply with any conditions necessary or experience to enable the Company to carry out its objects in any country, state or place and to establish local agencies for the purpose of carrying out the main object of the Company. Provided, however, that in all cases the administration thereof shall be carried on in Ireland.
  - h. To acquire in any manner (including acquisition by purchase out of the funds of the Company) and hold any investments (being at the time of acquisition of the nature authorised by law for the investment of trust funds or in a nature authorised by the trust of the funds out of which the same shall be acquired, or by the donor of the same) to apply the income thereof (subject to any trusts imposed by the donor or affecting the same) at the discretion of the Council for the preservation and maintenance of the property of the Company or any part of parts thereof, to advance the main object of the Company. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
  - i. To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estates) and devises and bequests for all or any of the purposes aforesaid and to sell or dispose of or (as far as permitted by law) to lease and

accept surrenders or leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of the Company and generally to manage invest and expend all moneys and property belonging to the Company.

- j. To borrow or raise or secure the payment of money on such terms or on the security of its assets, as the Company shall think fit, for the purposes of the Company, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property and assets of the Company (both present and future) and to purchase, redeem or pay off any such securities.
- k. To act in concert or make any arrangement with any Department of State, corporation, County Council, Health Board, or other Board, or Local Authority, public or private, now or hereafter constituted or with any resident in the neighbourhood of property of the Company, which may seem to the Council to be considered necessary to the main object of the Company and to obtain from any such body, any money rights, privileges and concessions which the Council consider necessary to obtain for the main object of the Company and to apply such money, rights, privileges and concessions to such object, and to carry out any duties imposed under such arrangements.
- l. To act as Trustees of any property, real or personal which the Council consider necessary for the main object of the Company or of any other purpose that may seem conducive to the main object of the Company.
- m. To watch and advise on any Act of the Oireachtas which may affect the main object of the Company.
- n. To apply, petition for and promote any Act of the Oireachtas with a view to the attainment of the above main object.
- o. To provide, endow, furnish and fit-out with all necessary furniture, instruments and other equipment and maintain and manage workshops, training centres and any other centres which the Council deemed necessary to carry out the main object of the Company.
- p. To do all such other lawful things as are considered necessary to preserve and maintain the property of the Company, and the attainment in case the Company shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests (or its successor body), the Company shall, if required by the Commissioners, vest the same in special trustees thereof and provided that as regards any such property the Company shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.
- q. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefits funds for the benefit of any persons employed by the company and to subscribe or guarantee money for charitable objects.
- r. To do all such other things as may be deemed incidental or conducive to the attainment of the above Main Object.

5. Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulations or restriction which if an object of the Company would make it a Trade Union.
6. The income or the property of the Company, whencesoever derived, shall be applied solely towards the promotion of the main object of the Company as set forth in this Memorandum of Association, and no proportion 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 Company. No remuneration or other benefit in money or monies worth shall be given by the Company to any member of such Council in respect of their position as directors of the Company

Provided that nothing herein shall prevent the payment, in good faith of:

- a. reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Council) in return for any services actually rendered to the Company;
  - b. interest at a rate not exceeding 5% per annum on money lent;
  - c. reasonable and proper rent for premises demised or let to the Company by any Member of the Company (including any member of the Council);
  - d. reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
  - e. fees remuneration or other benefit in money's worth to any Company of which a member of the Council may be a member holding not more than one hundredth part of the issued capital of such company.
7. No addition, alteration, or amendment shall be made to or in the provision of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Revenue Commissioners.
  8. The liability of the members is limited.
  9. Every member of the company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one euro and twenty seven cents (€1.27).
  10. If upon the winding up or dissolution of the company 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 Company, but shall be given or transferred to some other institutions, having objects similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their member to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then by any charitable object which the Commissioners for Charitable Donations and Bequest may determine.

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

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

NAMES AND 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		Minister of Religion

DATED THE 3<sup>RD</sup> DAY OF APRIL 1985

WITNESS TO THE ABOVE SIGNATURE

CATRIONA GAHAN  
2, Vernon Avenue  
Clontarf  
Dublin 3.

COMPANIES ACT 1963 to 2013

Company Limited by Guarantee

-and-

Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

ANA LIFFEY DRUG PROJECT

- I N T E R P R E T A T I O N -

1. In these Articles

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

“The Company” means ANA LIFFEY DRUG PROJECT

“The Council” means the Management Council for the time being of the Company and the members of the Council shall be the Directors of the Company for the purposes of the Act.

“The Seal” means the Common Seal of the Company

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

“Month” means calendar month.

“Year” means calendar year.

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

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

- M E M B E R S H I P -

2. For the purpose of registration the number of the members of the Company hereafter called “The Company” shall never fall below seven and the Council may, whenever they think fit, register an increase of members.
3. The subscribers to the Memorandum of Association and such members as are appointed by the Council to be members of the Company, and none others, shall be registered in the register of members kept in accordance with Section 116 of the Act.

4. Subject to the provisions of these Articles, Members shall have the right to receive notice of all meetings of the Company and to attend and vote thereat.
5. Membership of the Company shall cease:-
  - a. On the Member's death or bankruptcy.
  - b. If the Member resigns by notice in writing to the Secretary at the Office.
  - c. If the Council resolve that he has ceased to be a member and notice in writing of such decision is given to him.
  - d. If the Member fails to pay his annual subscription.
6. The Council may from time to time make such regulations as it thinks fit relating to the form and manner of admission to, duration of, termination of membership, and to the setting-up, organisation and working of the Company provided that no regulation shall be made under this power which could only legally be made by special resolution passed in accordance with Companies Acts 1963 to 2013.
7. Every member shall be bound to further to the best of his or her ability the main object, interest and influence of the Company and shall observe all regulations of the Company made pursuant to the powers in that behalf herein contained.
8. The annual subscription payable by the Members shall be determined from time to time by the Council 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 1<sup>st</sup> February in every year.

- G E N E R A L M E E T I N G S -

9.
  - a. A General Meeting shall be held once in every calendar year at such time not being more than fifteen months after the holding of the last preceding general meeting and at such place and time as the Council may decide.
  - b. The abovementioned General Meeting shall be called an Annual General Meeting and all other General Meetings shall be called Extraordinary General Meetings.
  - c. The Council may, whenever they think fit convene an Extraordinary General Meeting and such a meeting may also be convened on such requisition as is provided by Section 132 of the Act.
  - d. All General Meetings of the Company shall be held in the State and such time and place as may be determined by the Council.

- N O T I C E O F G E N E R A L M E E T I N G S -

10. Subject to Sections 133 and 141 of the Act, the Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served but inclusive of the day for which the notice was given. The notice shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business and shall be given, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company. The



accidental omission to give notice of a meeting to or the non-receipt of a notice by, any member, shall not invalidate the proceedings of any meeting.

- P R O C E E D I N G S A T G E N E R A L M E E T I N G S -

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Council and auditors, the election of Council and auditors, the re-election of Council and other officers in the place of those retiring by rotation and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any meeting unless a quorum of members is present when a meeting begins. Save as herein otherwise provided, one third of the Members shall be a quorum.

If within a half hour from the time appointed for a meeting a quorum of Members is not present, the Meeting if convened on the requisition of the Members, shall be dissolved; in any other case it shall stand adjourned, to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum of Members is not present, within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

13. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman or if at any meeting he is not present at the time of holding the same, the Council members present shall choose one of their numbers to be Chairman at the meeting. The Chairman, may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

14. 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 demanded in accordance with Section 137 of the Act, and a declaration by the Chairman that a resolution has or 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 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.

If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. Every Member shall have one vote. Where there is an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

16. No Member shall be entitled to vote at any General Meeting unless his annual subscription has been paid.

17. If any Member is of unsound mind, he may vote by his committed, receiver or guardian, but if he has none, he shall be ineligible to vote, according as the Council thinks fit.

- THE COUNCIL –

18. The number of members of the Council shall not be less than 3 or more than 15. Any vacancy occurring amongst the members of Council may be filled up by the Council by co-option in such manner as the Council may decide up to the maximum number permitted any person co-opted will retire at the next Annual General Meeting and will be eligible for re-election.
19. At each Annual General Meeting one half of the Council members shall retire from office. The members of the Council to retire from office in any year shall be those who have been longest in office since the last election but as between persons who become members of the Council on the same day those to retire shall (in the absence of agreement amongst themselves) be determined by lot. A retiring member of Council shall be eligible for re-election.
20. No person shall be eligible for election as a member of the Council who is not a Member of the Company.
21. Vacancies amongst the members of Council shall be filled annually by election at the Annual General Meeting of the Company. If there are more candidates than vacancies available, then the members are entitled to one vote (to be marked on a ballot paper or by an X). The person (or persons) with the majority vote shall be deemed to be duly elected to the Council.

- P O W E R S O F C O U N C I L –

22. The business of the Company shall be managed by the Council who may pay all expenses incurred in incorporating and registering the Company and may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force, or by these Articles required to be exercised by the Company in General Meeting, and subject to such regulations (being not inconsistent with these Articles or the said Act) as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any power or act of the Council which would have been valid if that regulation had not been made.
23. The Council may from time to time make vary and repeal bye-laws for the regulation of the affairs of the Company and the conduct of its officers, servants and members and such bye-laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of members provided that no bye-law shall be made, which is inconsistent with the provisions of the Act or the Memorandum or Articles of Association, or which would amount to such addition to or alteration of these Articles as could legally only be made by a special resolution passed and confirmed in accordance with the Act.
24. The Council may from time to time delegate any of their powers to committees consisting of such Member or Members and staff representatives of the Company as they think fit; any Committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may be imposed on it by the Council. The meetings and proceedings of any such Committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as same are

applicable thereto, and are not superseded by the provisions of these Articles, or any regulations made by the Council under this Article. The payment to any member of a Committee as formed shall be strictly limited in accordance with Clause 5 of the Memorandum of Association.

25. The Council may borrow, raise or secure the payment of money in such manner as the Council shall think fit and by the issue of debenture or debenture stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase, redeem or pay off such securities, and apply the money so raised to the purposes of the Company. And every mortgage made in pursuance of this power may contain a power of sale and all usual mortgage provisions. As regards any property taken by the Company, not for general purposes of the company but on special trusts, the power of mortgage shall apply only to such extent as is consistent with the trust on which power conferred shall be exercised only with consent of the Commissioners of Charitable Donations and Bequests (or any successor body).
26. The Seal of the Company shall not be affixed to any Instrument except with the authority of the Council, and the presence of a member of Council and of the Secretary or such other person as the Council may appoint for that purpose, and the member of Council and the Secretary or other person as aforesaid shall sign every Instrument to which the Seal of the Company is so affixed in their presence.

- P R O C E E D I N G S O F C O U N C I L -

27. The Council may, when they meet together for the despatch of business, adjourn or otherwise regulate their meetings or procedure, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairman shall have a further or casting vote. The Secretary shall, on the requisition of any member of Council, summon a meeting of the Council. If the Council so resolves it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
28. Any member of the Council may participate in a meeting of the Council or any committee of the Council by means of a conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting and any such member of the Council shall be entitled to vote and be counted in a quorum accordingly if such person would otherwise have the right to vote and be so counted.
29. The quorum necessary for the transaction of the business of Council shall be fixed by the Council, and unless so fixed, shall be three members of the Council.
30. The continuing members of the Council may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by, or pursuant to the Articles of the Company as the necessary quorum, the continuing members may act for the purpose of increasing the number of the members of the Council so that number when summoning a General Meeting of the Company but for no other purpose.

31. All acts done by any meeting of the Council or of a Committee of the Council, or any person acting as a member of the Council or such Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council member or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
32. The Council shall cause minutes to be made in books provided for the purpose:
- a. Of all appointments of members of Council and of Officers of the company.
  - b. Of the names of Council members present at each meeting of the Council.
  - c. Of all resolutions and proceedings at all meetings of the Company and of the Council.

- V O T I N G O N C O N T R A C T S -

33. A Council member may not vote in respect of any contract in which he is interested or any matter arising thereout.

- D I S Q U A L I F I C A T I O N O F M E M B E R S O F C O U N C I L -

34. The Office of a member of Council shall be vacated if:-
- a. Such member is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement of composition with his creditors generally or
  - b. Becomes prohibited from being a member of the Council by reason of any order made under Section 184 of the Act or
  - c. Becomes of unsound mind or
  - d. Resigns his office by notice in writing to the Company or
  - e. Is convicted of an indictable offence unless the members of the Council otherwise determine or
  - f. Is absent from three successive meetings of the Council without special leave of absence and the Council pass a resolution that he has by reason of such absence, vacated office.

- O F F I C E R S -

35. The company shall have a Secretary who shall be appointed by the Council, who shall remain in office as long as and perform such duties as the Council shall decide. The Council may from time to time appoint a temporary substitute for the Secretary, and any person so appointed shall for all purposes of these Articles be deemed during the term of his appointment to be the Secretary.
36. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the Secretary.
37. a. The Council shall appoint a Chairman of the Company, who shall act as Chairman of meetings of the Council.
- b. The Chairman, Treasurer and Secretary of the company shall be chosen each year by the Council at a Council meeting specially convened for that purpose and held after and within fifteen days of each Annual General Meeting. The vote of the Council shall be by secret ballot and a candidate must receive a majority of votes of the members present and voting to be declared elected. If on

the first or any subsequent election no candidate receives the said majority, the candidate receiving the least votes shall be eliminated and there shall be a new election among the remaining candidates. This process shall continue until a candidate receives the required majority.

c. The Chairman, Treasurer and Secretary shall enter office at the conclusion of the Council meeting at which they are elected and shall remain in office until the conclusion of the Council meeting held to elect officers for the following year.

d. The Council may appoint such honorary officers as they may think from time to time desirable.

- A C C O U N T S -

38. The Council shall cause true accounts to be kept of:-
- a. All sums received or expended by the Company and the matters in respect of which the receipt and expenditure takes place
  - b. the assets and liabilities of the Company and
  - c. all sales and purchases of goods by the Company.

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

39. The books and accounts shall be kept at the registered office of the Company or at such other place or places as the Council think fit, and shall always be open to the inspection of members of the Council. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company, or any of them shall be open to the inspection of members, not being member of Council, and no member (not being a member of Council) shall have any right of inspection of any account, book or document of the Company, except as conferred by statute or authorised by the Council or by the Company in General Meeting.
40. The Council shall from time to time in accordance with Section 148, 150, 157 and 158 of the Act cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.
41. 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 Council's report and a copy of the Auditor's report shall not less than twenty-one days before the date of the Annual General Meeting, be furnished to all persons entitled under the Act to receive them.

- A U D I T -

42. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act, or any statutory modification thereof.

- N O T I C E S -

43. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address in Ireland) to the address within Ireland supplied by him to the Company, and any person not with an address within Ireland for the giving of notices shall not be entitled to receive any notice from the Company. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and prepaying and posting a letter containing the notice and to have been effected at the expiration of twenty-four hours after the letter containing the same was posted.

Notice of every General Meeting shall be given to:-

- a. Every Member, (excepting Members with no address within Ireland for the giving of notices).
- b. The auditor for the time being of the Company.

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

- I N D E M N I T Y -

44. Subject to Section 200 of the Act and any relevant policy of insurance in place, the members of the Council and everyone of them shall be indemnified and secured by and out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted, in or about the execution of their duty or supposed duty, except such as they shall incur sustain by or through their own wilful, deliberate and premeditated default respectively, and they shall not be answerable to any act, receipts, neglects, or defaults of the other or others of them or for joining in any receipt for the sake of conformity nor for any bankers to other persons with whom any monies or effects belonging to the Company shall have been lodged or deposited for the sake of safe custody nor for the insufficiency or deficiency of any security upon which monies of, or belonging to the Company shall be placed out or invested nor for any loss, misfortune or damage which may happen in the execution of their respective offices or trust or in relation thereto except the same shall happen by or through their own willful deliberate and premeditated default respectively.

- W I N D I N G U P -

45. The Provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association of the Company shall have effect and be observed as if the same were repeated in full in these presents.

NAMES AND 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

Minister of Religion

DATED THE 3RD DAY OF APRIL 1985

WITNESS TO THE ABOVE SIGNATURE

CATRIONA GAHAN  
2, Vernon Avenue  
Clontarf  
Dublin 3.