

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

**LAKERS SOCIAL AND RECREATION CLUB
COMPANY LIMITED BY GUARANTEE**

Date of Incorporation: 16th day of December 2004

Amended

Company Number: 395399

COMPANIES ACT 2014
CONSTITUTION
OF
COMPANY LIMITED BY GUARANTEE

CONSTITUTION
OF
LAKERS SOCIAL AND RECREATION CLUB COMPANY LIMITED BY GUARANTEE

(As amended by Special Resolution dated day of 2017)

MEMORANDUM OF ASSOCIATION

1. The name of the company is: LAKERS SOCIAL AND RECREATION CLUB COMPANY LIMITED BY GUARANTEE.
2.
 - 2.1 The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
 - 2.2 In accordance with Section 1176 of the Act, the Memorandum of Association and Articles of Association are together referred to herein as the “Constitution”.
 - 2.3 Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and “at any time” includes from time to time.
 - 2.4 Reference to “the Act”, shall refer to the Companies Act 2014.
 - 2.5 The Company shall, where applicable, be referred to herein as the “Company” or as “Lakers” or as “Club”.
 - 2.6 Reference to “Mentors” shall refer to a person chosen by a Member who must be agreed to by the Board.
3. The main object for which the company is established is:-

To provide opportunities to people with an intellectual disability to develop their skills, co-ordination and ultimately their self-esteem, through the medium of their participation in sporting, social, recreational, educational and developmental activities according to their abilities.

4. As objects incidental and ancillary to the attainment of the main object, the Company shall have the following subsidiary objects.

To provide on a year round basis:-

- 4.1 Social activities such as discos, dances, Christmas dinners, outings, barbeques, holidays and social and respite weekends.
 - 4.2 Sports facilities such as basketball, tenpin bowling, pitch and putt, athletics, indoor soccer and all and any sports that may become available to the Company from time to time.
 - 4.3 All licences which may be required to further the main object.
 - 4.4 Receipt and acquisition of money from donations, gifts, subscriptions, bequests or otherwise and to apply or extend such funds upon the main object of the Company directly or indirectly.
 - 4.5 Facilities to assist bringing all persons with intellectual disabilities into the larger society under conditions whereby they are accepted, respected and given the chance to become useful and productive citizens.
 - 4.6 Recreational programmes such as arts and crafts, drama, music, dance, computer studies, personal development, life skills, summer camps and all and every other activity that may be beneficial to such persons.
 - 4.7 Encouragement and promotion of family involvement and participation in all Company activities.
 - 4.8 To facilitate and promote the provision of educational programs which the organisation believes will benefit its members and their families.
 - 4.9 Promotion of Vision, Ethos and Objectives of Lakers to other communities in Ireland
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
 - (a) To furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.
 - (b) To provide gardens, greenhouses and grounds for recreation and amusement.
 - (c) To raise funds and help raise funds for any charitable purpose.
 - (d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
 - 5.2 To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.

- 5.3 To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- 5.4 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.5 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).
- 5.6 To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 5.7 To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 5.8 To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- 5.9 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's above main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 5.10 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other

obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.

- 5.11 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
 - 5.12 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 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.
 - 5.13 To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
 - 5.14 To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
 - 5.15 To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
 - 5.16 To do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).
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 €2.
8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among 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 relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. 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 objects 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:
- 9.1 reasonable and proper remuneration to any Member or servant of the Company (not being a Director) for any services rendered to the Company;
- 9.2 interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other Members of the Company to the Company;
- 9.3 reasonable and proper rent for premises demised and let by any Member of the Company (including any Director) to the Company;
- 9.4 reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- 9.5 fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a Member holding not more than one hundredth part of the issued capital of such company.
- 9.6 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 Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

ARTICLES OF ASSOCIATION

of

LAKERS SOCIAL AND RECREATION CLUB COMPANY LIMITED BY GUARANTEE

(As amended by Special Resolution dated day of 2017)

PRELIMINARY & DEFINITIONS

1.

- 1.1 Reference to “the Company” shall refer to: **LAKERS SOCIAL AND RECREATION CLUB COMPANY LIMITED BY GUARANTEE.**
- 1.2 The following Regulations shall be supplemental to the provisions of Chapter 4, Part 18 of the Companies Act 2014, which are stated therein to apply to a company limited by guarantee and shall together apply to the Company except as varied, modified, or disapplied herein.
- 1.3 Reference to “the Act”, shall refer to the Companies Act 2014.
- 1.4 The individual Articles herein shall, where applicable, be referred to as “Regulations”.
- 1.5 In accordance with Section 1176 of the Act the Memorandum of Association and Articles of Association are together referred to herein as the “Constitution”.
- 1.6 Reference to the use of electronic means such as e-mail in Regulations 19 and 20(d) herein shall require the written consent of Member(s).
- 1.7 Reference to “the Board of Directors” shall be synonymous with references to “the Board”, which shall mean the Board of Directors of the Company as legally and properly constituted at any time.
- 1.8 Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and “at any time” includes from time to time.
- 1.9 The Company shall, where applicable, be referred to herein as the “Company” or as “Lakers” or as “Club”.
- 1.10 Reference to “Mentors” shall refer to a person chosen by a Member who must be agreed to by the Board.
- 1.11 Reference to “motions” shall refer to a formal proposal for action, presented by a Member, for consideration for the Annual General Meeting.

MEMBERSHIP

2.

2.1 The number of Members with which the company proposes to be registered is 1,000 but the Board may from time to time, subject to these Regulations register an increase in Members.

2.2 The Company shall have four categories of Membership:-

- (a) Ordinary Membership;
- (b) Family Membership;
- (c) Volunteer Membership;
- (d) Associate Membership;

Collectively referred to herein as "Members".

2.3 The foregoing Membership categories of Lakers shall be defined as follows:-

- (a) Ordinary Membership shall be offered to those persons with an intellectual disability who avail of the services provided by Lakers.
- (b) Family Membership shall be offered to the parents and siblings of Ordinary Members.
- (c) Volunteer Membership shall be offered to persons who volunteer to support the work of Lakers in any capacity.
- (d) Associate Membership shall be offered to individuals and/companies who are willing to support the work of Lakers, and shall be offered at the discretion of the Board.

Except in the case of (iv) above, Membership shall be offered to all those who qualify under the above criteria. An offer of Membership shall only be withdrawn or withheld if it is the considered view of the Board that any such offer of Membership would not be in the best interests of Lakers.

2.4 Membership of the Company shall cease:-

- (a) Upon a Member sending a signed notice of cessation to the Secretary at the registered office of the Company and upon receiving acceptance of such cessation by the Board;
- (b) On the death of a Member;
- (c) Upon any Member refusing, or wilfully neglecting to abide by the provisions of the Constitution of the Company from time to time, or such other internal rules adopted by the Board;
- (d) Upon service by the Board of Membership removal procedures as set out in Regulation 2(e) herein, for the reasons set out in these Regulations, or whatever reason(s) that the Board thinks fit as being in the best interests of the Company;
- (e) Where a Member is convicted of any indictable crimes by any Court of Law;

(f) Upon Membership subscription amounts (if any) being due and payable and in arrears for such periods as may from time to time be set by the Board as being a cause for cessation of Membership.

2.5 The Board shall have the right, at its discretion, by a majority decision of the Board to cancel Membership, or remove Membership rights, upon serving 21 days notice in writing of such cessation, or cancellation upon a Member and such cessation, or cancellation of Membership shall be effective from the conclusion of the said notice period.

2.6 All Board Members must be Members of Lakers by the next AGM following their appointment; so however, that if such Director does not become a Member by the said AGM, then he/she shall resign immediately after the date of the AGM.

Section 148 of the Act shall be amended accordingly.

2.7 The Secretary shall notify new Members as soon as practical after registration in the Register of Members of their Membership registration and the Membership provisions of both this Constitution and the amount of the Members guarantee which apply to all Members of the Company.

2.8 The Company shall maintain a Register of Members of current and past Members in accordance with the requirements of the Act.

Section 1199 of the Act shall be amended accordingly.

SUBSCRIPTION

3. The Board may fix an annual subscription for Membership of the Company and where a Membership subscription applies, the Board shall have the power to set, make, vary, levy, or fix rates and dates of payment, or otherwise deal with Membership subscription amounts from time to time.

CHAIRPERSON, VICE CHAIRMAN AND SECRETARY

4.

4.1 The Board, may elect, or appoint any person (provided that such person is a Director and Member of the Company) as Chairperson of meetings of the Board and of General Meetings of the Members and the Chairperson shall have an extra, or casting vote in deadlock situations at meetings of the Board and General Meetings.

Sections 160 and 187 of the Act shall be amended accordingly.

4.2 The Board may elect, or appoint any person (provided that such person is a Director and Member of the Company) as Vice Chairperson to act as Chairperson in the event that the Chairperson is unable or unwilling to act, and if the Vice Chairperson is so acting then the Vice Chairperson shall have all the powers of the Chairperson while chairing meetings of the Board and/or Members.

4.3 The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

BOARD OF DIRECTORS

5.

5.1 The general management of the affairs of the Company shall be vested in the Board of Directors, who shall perform all such acts as may be deemed necessary or expedient to further the objects of the Company. The Board shall have power to manage and control the affairs of the Company in all matters as provided by the Act.

The Board shall be responsible for the management.

Section 158 of the Act shall apply.

5.2 The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.

6. Unless and until the Company in General Meeting shall otherwise determine the minimum number of Directors shall be not less than six and the maximum number of Directors shall be 20.

7. The Board may from time to time and at any time appoint any person, who need not be a Member of the Company, as a Director, whether to fill a casual vacancy, or as an additional Director provided that such person is a Member of Lakers subject to the provisions of Regulation 2(f) herein. Any such appointee shall hold office only until the next Annual General Meeting, but he/she shall be eligible for re-election. So however, that the minimum number of Directors as fixed by this Constitution and the number of Directors required to form a quorum for meetings of the Board, shall be maintained at all times.

Section 144 of the Act shall be amended accordingly.

8. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his willingness to be elected, and (c) that person's nomination has been approved by 75% of the Board.

9. Directors shall not have the right to appoint alternates.

Section 165 of this Act shall not apply.

10.

10.1 Directors shall not be entitled to a fixed notice period for Directors meetings.

10.2 A meeting of the Board shall be convened by the Secretary.

10.3 A meeting of the Board may be convened by e-mail or by post, so however, that in the case of e-mail delivery, the notice shall be deemed to have been received by a Director, on the day of issue of such e-mail.

10.4 Meetings of the Board may be held by telephonic conference call, so however that where meetings are held in such a manner, the number of Directors connected

simultaneously by a conference call at any one time shall not fall below the number of Directors required under these Regulations to form a quorum for meetings of the Board.

- 10.5 Each of the Directors taking part in such meeting must be able to hear each of the other Directors taking part.
- 10.6 At the commencement of such meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Directors.
- 10.7 A Director may not cease to take part in such meeting by disconnecting his telephone or other means of communication, unless he has previously obtained the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
- 10.8 A minute of the proceedings at such meeting by telephone, or other means of communication, shall be sufficient evidence of such proceedings and of the observance of all necessary formalities, if certified as a correct minute by the Chairperson of the meeting.

Sections 160 and 161 of the Act shall be amended accordingly.

11. The quorum for meetings of the Board shall be the greater of eight Directors, or 50% of the Board, all present in person.

Sections 160(6) of the Act shall be amended accordingly.

12. The Directors shall be subject to retire by rotation at Annual General Meetings of the Company. Each member of the Board would be allowed to serve three terms of three years, but must then step down from the board for at least a year and thereafter be eligible for re-election.

The composition of the Board should include the following Members:

- 12.1 Two Ordinary Members (who can be assisted by non-voting Mentors, as necessary).
- 12.2 Two Members of the Board must be Family Members.

Section 1196 of the Act shall apply.

13. Any changes to this Constitution must be approved by 75% of the Board, prior to approval of the Members at a General Meeting.

GENERAL MEETINGS

14.
 - 14.1 Subject to paragraph (ii) herein, the Company shall in each calendar year hold a General Meeting as its Annual General Meeting (“AGM”) in addition to any other General Meetings held in the relevant year for the purposes of considering the annual Accounts referred to in Regulation 20 herein and such other purposes required by the relevant provisions of the Act.
 - 14.2 All General Meetings other than AGMs shall be called Extraordinary General Meetings.

Sections 175, 176 and 177 of the Act shall be amended accordingly.

15. Once the date of the AGM has been fixed, the Secretary shall give not less than twenty- one days' notice of such date in writing to the Members subject to Regulation 19. At the same time the Secretary shall invite nominations for election to the Board for the following year and motions for consideration at the AGM. The Secretary shall also specify that such nominations and motions shall be received by the Board by a date not less than fourteen days prior to the date fixed for the AGM.

Sections 175 and 176 of the Act shall be amended accordingly.

16. The Secretary shall then, on or after the date specified for return of such nominations to the Board and motions, not less than seven days before the AGM, circulate to the Members the following documentation:-

16.1 Details of nominations for election to the Board

16.2 Copies of motions for consideration at the meeting.

17. As provided for in section 1206 of the Act, at General Meetings each Member present in person and every proxy shall have one vote; so however, that no Member shall be entitled to vote at General Meetings unless all moneys immediately payable by him/her to the Company have been paid. A Family Membership shall be treated as having only one vote at the AGM. No other person(s) shall have voting rights at General Meetings of the Company.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

18. No business shall be transacted at any General Meeting of Members of the Company unless a quorum of Members is present when the meeting proceeds to business; save as otherwise herein provided, twenty-five Members present in person or by proxy shall be a quorum.

Section 182(2) of the Act shall be amended accordingly.

19. A poll may be demanded by any Member of the Company.

Section 189(2)(b) of the Act shall not apply.

20. Subject to Sections 181 and 218 of the Act and Regulation 14, notices for General Meetings shall be given to every Member, Director, and Secretary of the Company and to statutory auditor(s) where the Company has not availed of audit exemption in accordance with Regulation 20(c) herein, and where applicable, personal representative(s) of a deceased Member and assignee in bankruptcy of a bankrupt Member and may be issued by way of e-mail, or by post, so however, that in the case of e-mail delivery, the notice shall be deemed to have been received by such aforementioned persons, on the day of issue of such e-mail.

BOOKS AND RECORDS AND ACCOUNTS

21.
 - 21.1 The Board shall arrange to keep financial records in respect of all receipts and payments relating to the Company, together with statutory books required under the Act and minutes of all business transacted at Board meetings, committee meetings and General Meetings and all financial records, statutory books, including minute books, shall be retained as permanent records and shall be the property of the Company.
 - 21.2 The Board shall arrange for preparation of annual Accounts based on the Company's financial records.

- 21.3 The Company may, where at any time and from time to time it fulfils the conditions of Part 6 of Chapter 15 of the Act, avail itself of the exemption from the requirement to have its Accounts audited for the relevant financial period.
- 21.4 Where, pursuant to any provisions of the Act, Accounts are required to be sent to Members, they may, in accordance with Section 338 of the Act, be sent by electronic means such as e-mail and the Accounts shall be deemed to have been received by a Members on the day of issue of such e-mail.

BANK ACCOUNT

22.

- 22.1 Appointment of Bankers to the Company shall be agreed by a majority decision of the Board.
- 22.2 The Bank Account(s) of the Company shall be mandated to provide for the signing of all cheques as decided by the Board from time to time.
- 22.3 Borrowings of the Company must be approved by a majority decision of the Board.
- 22.4 The borrowing powers of the Directors on behalf of the Company, referred to in Section 158(3) of the Act, shall be without any limit on the amount for the time being borrowed, or remaining undischarged of money so borrowed or secured.

SUB-COMMITTEES

23.

- 23.1 The Board may delegate any of their powers to sub-committees consisting of such persons approved by the Board as the Board shall from time to time designate, but comprising in number and composition not less than three persons and not more than ten persons.
- 23.2 The quorum for the transaction of business at meetings of any sub-committee shall be one half plus one of the total number of members of the relevant sub-committee, at least one of whom shall be a Director of the Company duly authorised in that regard.
- 23.3 Meetings of sub-committees shall be chaired by the Director referred to in paragraph (ii) of this Regulation.
- 23.4 Decisions of any sub-committee shall require final approval by the Board before being effective.
- 23.5 A member of any sub-committee need not be a Member or Director of the Company.

INDEMNITY

24. Each Director, member of any sub-committee, and any Officer or servant of the Company shall be indemnified against all claims, damages, costs or expenses which he/she may incur or become liable to pay by reason of any act or thing done by or to him/her in the proper discharge of his/her duties to the Company, and the Board shall decide the amount for which such indemnity is provided which shall immediately attach as a lien on the property of the Company, and have priority over all other claims.

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

Names, Addresses and Descriptions of Subscribers

Claire Brady, 80 Hollybrook Park, Southern Cross Road, Bray, Co. Wicklow
Intellectual Disability Case Manager

Louis O'Rourke, 2 Carlton Villas, Novara Ave., Bray, Co. Wicklow Retired
Company Director

Elaine O'Reilly, St. Anthony's, Dwyer Park, Bray, Co. Wicklow
Housewife.

Thomas O'Reilly, St. Anthony's, Dwyer Park, Bray, Co. Wicklow
Caretaker

John Latchford, 20 Eatonwood Green, Shankill, Co. Dublin
Airfield Operator

Louis Shanley, "Comeragh", Galtrim Road, Bray, Co. Wicklow
Retired Company Director

Michael A. Gordon, 3 Galtrim Road, Bray, Co. Wicklow
Retired Company Director

Fidelma Devereaux, Willow Grove, Delgany, Co. Wicklow
Nurse

Diane Cahill, 2 Burnaby Heights, Greystones, Co. Wicklow
Housewife

Dated this 11th day of November, 2004

Witness to the above Signatures:-

Frank Gordon
3 Galtrim Road, Bray,
Co. Wicklow