

Statement of First Secretary and Directors and situation of registered office

Companies Acts, 1963 to 1990

Declaration of compliance

Company number

Companies capital duty statement

235838

A1

63623

Company name

AWARE

Address of registered office

147 PHIBSBOROUGH ROAD  
DUBLIN 7

If the memorandum is delivered by an agent for the subscribers of the memorandum mark "X" in this box  and insert the agent's name and address

Agent's name  
Agent's address



Number of continuation sheets attached

040015

Particulars of secretary

Names and particulars of the person(s) who is or are to be secretary/joint secretaries

Surname

BRENNAN

Forename

DIMPHNE

Former Surname

None

Former Forename

NONE

Home Address

29, CASTLEWOOD AVE. DUBLIN 6

I hereby consent to act as secretary of the aforementioned company

Signature

D Brennan

Date

31/5/95

Presenter's name

DR PATRICK MCKEON

Address

1 CHESTERFIELD AVE.  
CASTLEKNOCK  
DUBLIN 15

Telephone Number

6775423

Reference

150042747

14/10/75

Particulars of Directors (including shadow directors)

Names and particulars of the persons who are to be the first directors of the company

Surname COLLINS Forename MARIE LOUISE  
 Former Surname NONE Former Forename NONE  
 Date of birth: 10<sup>th</sup> Day 11<sup>th</sup> Month 1946 Year  
 Business Occupation NONE Nationality IRISH  
 Home Address 12 CARRIGLEA COURT  
 FIRHOUSE DUBLIN 24  
 Other directorships NONE Registered at Company number

I hereby consent to act as director of the aforementioned company

Signature Marie L. Collins Date 27/4/95

14/10/76

Surname HEALY Forename DEREK  
 Former Surname NONE Former Forename NONE  
 Date of birth: 14<sup>th</sup> Day 2<sup>nd</sup> Month 1945 Year  
 Business Occupation INSURANCE OFFICIAL Nationality IRISH  
 Home Address 3, BEECHFIELD CLOSE,  
 WHITEHALL ROAD WEST, DUBLIN 12.  
 Other directorships NONE Registered at N/A. Company number N/A.

I hereby consent to act as director of the aforementioned company

Signature Derek Healy Date 3/5/95

14/10/77

Surname MORAN Forename PATRICIA  
 Former Surname NONE Former Forename NONE  
 Date of birth: 10<sup>th</sup> Day 11<sup>th</sup> Month 1955 Year  
 Business Occupation NURSING OFFICER Nationality IRISH  
 Home Address 24 THOMAS ST  
 CASTLEBAR, CO. MAYO.  
 Other directorships NONE Registered at Company number

I hereby consent to act as director of the aforementioned company

Signature Patricia Moran. Date 8/5/95

14/10/78

Surname MURPHY Forename KATHERINE JANE  
 Former Surname NONE Former Forename NONE  
 Date of birth: 22 - 10 Day 4 Month Year 1933  
 Business Occupation Retired Nationality IRISH  
 Home Address 40, FRANKFORD COURT RATHGAR AVE DUBLIN 6  
 Other directorships NONE Registered at Company number

I hereby consent to act as director of the aforementioned company

Signature K. Murphy Date 27 - 4 - 1995

124167

Surname LOUGHREY  
Former Surname NONE  
Business Occupation RETIRED  
Home Address 10 THE HAVEN  
MALAHIDE, CO DUBLIN  
Other directorships  
NONE  
JAMES MCMAHON LTD  
LOUGHREY SALES LTD.

I hereby consent to act as director of the  
aforementioned company

Signature *[Signature]*

Forename DONAL THOMAS  
Former Forename NONE  
Date of birth: 23 Day 4 Month 31 Year  
Nationality IRISH

Registered at Company number

Date 4-5-95

040015

Surname BRENNAN  
Former Surname NONE  
Business Occupation Administrator  
Home Address 29, CASTLEWOOD AV.  
DUBLIN 6  
Other directorships  
AWARE LTD.  
~~XXXXXXXXXXXXXXXXXXXX~~  
N.C.J.L. LTD.

I hereby consent to act as director of the  
aforementioned company

Signature *[Signature]*

Forename DIMPHE  
Former Forename NONE  
Date of birth: 3 Day 11 Month 13 Year  
Nationality IRISH

Registered at Company number

Date 31/5/95

980171

Surname MCKEON  
Former Surname NONE  
Business Occupation MEDICAL PRACTITIONER  
Home Address 1 CHESTERFIELD AVE.  
CASTLEKNOCK DUBLIN 15  
Other directorships  
CHARLEMONT CLINIC LTD  
CHARLEMONT CONSTRUCTION LTD  
SONO ELECTRIC LTD

I hereby consent to act as director of the  
aforementioned company

Signature *[Signature]*

Forename PATRICK  
Former Forename NONE  
Date of birth: 15<sup>th</sup> Day 3<sup>rd</sup> Month 1950 Year  
Nationality IRISH

Registered at Company number  
DUBLIN 101333  
DUBLIN 114735  
DUBLIN 41005

Date 22/4/95

Signed by or on behalf of the subscribers to the  
memorandum

200  
200  
200  
200  
200  
200

Signature Marie L Collins  
Signature Derek Neely  
Signature Patricia O'Sullivan  
Signature Kay Murphy  
Signature *[Signature]*  
Signature *[Signature]*

Subscriber  Agent Date 27/4/1995  
 Subscriber  Agent Date 3/5/1995  
 Subscriber  Agent Date 8-5-'95  
 Subscriber  Agent Date 27-4-95  
 Subscriber  Agent Date 4-5-95  
 Subscriber  Agent Date 31/5/95

**Declaration of compliance**

I name JOHN KING

of home address

5 RATHGAR AVENUE,  
RATHGAR, DUBLIN 6

do solemnly and sincerely declare that I am

A SOLICITOR ENGAGED IN THE FORMATION  
of company AWARE

and that all the requirements of the Companies Acts, 1963  
to 1990 in respect of the registration of the said company,  
and of matters precedent and incidental thereto have been  
complied with.

And I make this solemn declaration conscientiously  
believing the same to be true and by virtue of the  
Statutory Declarations Act, 1938.

Declared before me by

John King

Signature of Declarant

John King

who is personally known to me or who is  
identified to me by

Commissioner for Oaths

[Signature]

who is personally known to me at

6. Marlboro Court  
in the City of Dublin

Commissioner for Oaths

Notary Public  Peace Commissioner

this 27<sup>th</sup> day of June 1995.

**Companies capital duty statement**

Effective centre of management if outside the State

Class

Nominal value of  
each share class

No. of shares  
authorised

No. of shares  
being allotted

Consideration for each share

Total number

I the undersigned (name)

furnish these particulars as (description)

Signed

Address

Companies Acts, 1963-1990

Licence under section 24 of the Companies Act 1963

The Minister for Enterprise and Employment in pursuance of the powers vested in him by section 24 of the Companies Act, 1963, as adapted by the Industry and Commerce (Alteration of Name of Department and Title of Minister) Order, 1993 (S. I. No. 19 of 1993), does by this licence direct that

**Aware**

not being a public limited company, in consideration of the provisions and subject to the conditions set out in its Memorandum and Articles of Association, as subscribed by seven members thereof on 7 October 1994 may be registered with limited liability without the addition of the word "limited" to its name.

Given on behalf of the Minister for Enterprise and Employment this

*22<sup>nd</sup>* day of December 1994

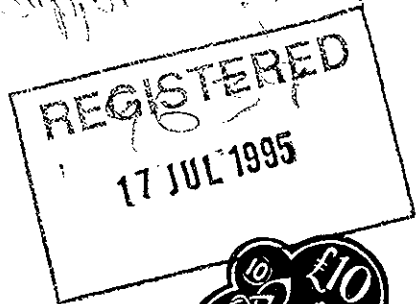


**John A. Gleeson**

An officer of the Department of Enterprise and Employment duly authorised in that behalf under section 15(4) of the Ministers and Secretaries Act, 1924 (No. 16 of 1924) and section 7(2) of the Documentary Evidence Act, 1925 (No. 24 of 1925).

GLWS

Support Group

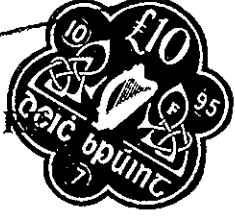


235838

COMPANIES ACTS 1963 TO 1990

6 2/27 6

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION OF AWARE

- 1. The name of the Company is Aware.
- 2. The principal object for which Aware is established is:



- (a) To promote and encourage support groups for patients with depressive and manic depressive illnesses and their relatives and friends and to offer counselling services to those affected by the illness.



- (b) To promote and encourage public awareness of depressive illness and to educate the public about such illness.



- (c) To set up a research committee which shall oversee programmes of research into the causes and treatment of depressive and manic depressive illnesses. The research shall be carried out at a specified depression research unit and at such other locations as the Board of Directors shall think fit.

- (d) To act as a national organisation for all matters concerning the relief of sufferers of depression and manic depressive illnesses and their families

3. The following objects are ancillary to the principal objects of Aware:
- (i) To employ administrators, instructors, teachers, demonstrators and all necessary staff to carry out the objectives of Aware.
  - (ii) To provide expert advice, consultancy service, courses of instruction, tuition, lectures, meetings of relatives and interested persons, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the objects of Aware and to form and encourage the formation of local groups of persons either suffering from or related to persons suffering from depression and other interested parties for the purpose of mutual support and exchange of information.
  - (iii) To educate and train persons in the care and treatment of those suffering from depression.
  - (iv) To raise monies for any of the objects of Aware by all lawful means, including collections, flag days, functions, sales, subscriptions, bingo, dances and any other fund raising activities and to accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leasehold) so received and not required to be or capable of being occupied for the purpose of Aware and generally to manage, invest and expend all monies and property belonging to Aware.
  - (v) To buy, sell, receive, lease, manage, repair any lands, buildings and hereditaments and rights and privileges which Aware may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of Aware.

- (vi) To borrow or raise or secure the payment of money in such manner as Aware shall think fit 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 Aware (both present and future) and to purchase, redeem or pay off any such securities.
- (vii) To act in concert or make any arrangements with any Department of State, Corporation, County Council or local authority or body public or private now or hereafter constituted with reference to any of the objects aforesaid.
- (viii) To act as Trustee of any property, real or personal, for any of the above objects of Aware or for any other purpose that may seem conducive to the objects of Aware.
- (ix) To acquire in any manner (including acquisition by purchase out of the funds of Aware) and hold any investment (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or other nature authorised by the trust of the funds out of which the same shall be acquired or by the donor of the same) and to apply the income thereof (subject to any trust imposed by the donor, or otherwise affecting same) at the discretion of the Board of Directors for the preservation and maintenance of the property of Aware or any part or parts thereof or for any particular purpose of Aware or for its general purposes.
- (x) For the purposes of Aware to draw, accept and make and to endorse discounts and negotiate bills of exchange on promissory notes or other negotiable instruments.



(xi) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of Aware or to the attainment of the objects hereinbefore described or any of them provided that in case Aware shall take or hold any properties subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, Aware shall if so required by the Commissioner vest same in the special Trustees thereof and provided that as regards any such property Aware shall not sell, mortgage, charge, lease, dispose of or otherwise deal with the same without such consent as may be required by law.

4. The income and property of Aware whencesover derived shall be applied solely towards the promotion of the objects of Aware as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of Aware. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of Aware or to any member of Aware in return for any services actually rendered to Aware nor prevent the payment of interest at a rate not exceeding 5% per annum on any money lent or reasonable and proper rent for premises demised or let by any member to Aware but so that no member of the Board of Directors or any committee of Aware shall be appointed to any salaried office of Aware or any office of Aware paid by fees and that no remuneration or other benefit in money or monies worth shall be given by Aware to any member of such Board of Directors or Committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to Aware provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors or other committee may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

5. (a) No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister for Enterprise and Employment provided that in respect of Clauses 4 and 9 of the Memorandum of Association such approval shall be given only after consultation with the Minister for Finance.  
  
(b) The Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.
6. The fourth and fifth clauses of this memorandum contain conditions to which a licence granted by the Minister for Enterprise and Employment to Aware in pursuance of Section 24 of the Companies Act 1963 is subject.
7. The liability of the members is limited.
8. Every member of Aware undertakes to contribute to the assets of Aware in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and the liabilities of Aware 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 £5.00.
9. If upon the winding up or dissolution of Aware 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 Aware but shall be given or transferred to some other institution or institutions having objects similar to the objects of Aware and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on Aware under or by virtue of

Clause 4 hereof such institution or institutions to be determined by the members of  
Aware at or before the time of dissolution and if and so far as effect cannot be given to  
such provision them to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by Aware and  
the manner in respect of which such receipt and expenditure took place and of the  
property, credits and liabilities of Aware and subject to any reasonable restriction as to  
the time and manner of inspecting the same that may be imposed in accordance with the  
regulations of Aware for the time being shall be open to inspection by the members.

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

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Kay Murphy 41, Frankfort Court, Rathgar Ave. D. 6.  
Retired.  
Marie L. Collins, 12 Carriglea Court, Firhouse, Dublin 24  
(Housewife)  
Derek Bealy, 3, Beechfield Close, Whitehill Road West, Dublin 12  
(Insurance official)  
Aval Longley, 10, THE HAVEN, MALAHIDE Co. DUBLIN.  
Retired  
Patience Wilson ST Patricks Hospital James St Dublin 8  
Patricia Henan St Michaels Day Hospital (Medical Practitioner)  
Dempsey Brennan 24, Castlewood Ave. Dublin 6  
Administrator

Dated the 7th day of October 1994.

Witness to the above signature:

Gil McCabe MB  
Consultant Psychiatrist  
The Quay, Newport 6.  
Co. Mayo

De la  
(Anne Dean)  
24A Whelan House  
Ringsend  
Dublin 4

**COMPANIES ACTS, 1963 TO 1990**

**Company limited by Guarantee and not  
having a Share Capital**

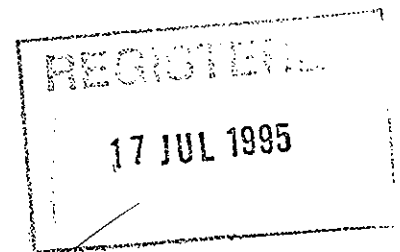
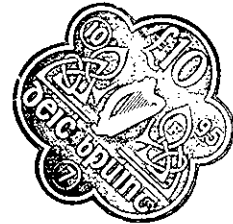
**ARTICLES OF ASSOCIATION**

**of**

**AWARE**

---

**Interpretation**



1. In these articles:-

"The Act" means the Companies Act, 1963 (No. 33 of 1963);

"the directors" means the directors for the time being of the company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

"secretary" means any person appointed to perform the duties of the secretary of the company;

"the seal" means the common seal of the company;

"the office" means the registered office for the time being of the company.

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

Unless the contrary intention appears, word or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

### Members

2. The number of members with which the company proposes to be registered is 50. An increase of members may be registered from time to time at the direction of the members.

3. The subscribers to the memorandum of association and such other persons as the members shall admit to membership shall be members of the company.

4. All general meetings of the company shall be held in the State.

5. (1) Subject to paragraph (2), the company shall in each year hold a general meeting at 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.

(2) So long as the company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the annual general meeting shall be held at such time and such place in the State as the directors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two members 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.

#### Fellows

8. The directors may recognise the commitment and support of an active supporter of the company by appointing him a fellow of the company. The fellows of the company shall be organised in such manner as the directors shall prescribe from time to time. Any person appointed a fellow may be removed by the directors.

#### Notice of General Meetings

9. Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at 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 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the company, entitled to receive such notices from the company.

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

## Proceedings at general meetings

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three members present in person shall be a quorum.

13. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

14. At every general meeting of the company the members present by person or by proxy shall choose one of their number to be chairman of the meeting.

15. The chairman with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

16. Save as provided in Clause 15, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

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

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the 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.

The demand for a poll may be withdrawn.

18. Except as provided in article 20, if a poll is duly demanded it 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.

19. Where there is an equality of votes, whether a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

20. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.



21. Subject to section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution has been passed at a general meeting of the company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

#### Votes of Members

22. Every member shall have one vote.

23. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

24. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the company have been paid.

25. 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. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

26. Votes may be given either personally or by proxy.

27. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

Aware

I/We .....  
of .....  
in the County of ..... being a member/members of the  
above-named company hereby appoint .....  
of .....  
or failing him .....  
of .....

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the ..... day of ..... 19..... and at any adjournment thereof.

Signed this ..... day of ..... 19.....

This form is to be used \*in favour of/against, the resolution.

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

\* Strike out whichever is not desired.

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

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

#### Bodies Corporate acting by Representatives at Meetings

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

#### Directors

33. Unless and until the company in general meeting shall otherwise determine the number of directors shall not exceed sixteen. The names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

34. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

#### Borrowing Powers

35. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

## Powers and Duties of Directors

**36.** The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not by the Act or by these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting, but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

**37.** The directors may from time to time appoint a person as honorary president of the Company for such term and upon such conditions as they may think fit, and any honorary president so appointed may be removed by the directors.

**38.** The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

**39.** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors shall from time to time by resolution determine.

40. The director shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) of all resolutions and proceedings at all meetings of the company, and of the directors and of committees of directors.

#### Disqualification of Directors

41. The office of director shall be vacated if the director -
- (a) without the consent of the company in general meeting holds any other office or place of profit under the company; or
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a director by reason of any order made under part VII of the 1990 Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the company; or
  - (f) is convicted of an indictable offences unless the directors otherwise determine; or
  - (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by section 194 of the Act; or
  - (h) is requested in writing by at least two thirds of all the other directors to resign.

### Voting on Contracts

42. A director may vote in respect of any contract in which he is interested or any matter arising thereout.

### Rotation of Directors

43. At the first and every subsequent annual general meeting of the company, all the directors other than the chairman, vice-chairman, treasurer and secretary appointed in accordance with article 54 shall retire from office.

44. A retiring director shall be eligible for re-election.

45. The company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.

46. 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 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office 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 also notice in writing signed by that person of his willingness to be elected.

47. The company may from time to time by ordinary resolution increase or reduce the number of directors.

48. The directors shall have the power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next annual general meeting.

49. The company may by ordinary resolution of which extended notice has given in accordance with section 142 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

50. The company may by ordinary resolution appoint another person in place of a director removed from office under article 49. Without prejudice to the powers of the directors under article 48, the company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

#### Proceedings of Directors

51. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve 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.

52. 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.

53. 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 the articles of the company as the necessary quorum of directors, the continuing directors or director 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 people.

54. The directors shall at their first meeting, and at the first meeting of the directors to be held after the first and each subsequent annual general meeting of the company elect from their number:-

- (a) a chairman;
- (b) a vice-chairman;
- (c) a treasurer;
- (d) the secretary.

55. Should a casual vacancy arise in respect of the positions referred to at article 54 above such vacancy shall be filled by the directors.

56. The chairman, or in his absence the vice-chairman, shall chair meetings of the directors. If at any meeting neither the chairman nor the vice-chairman is present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.



57. The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

58. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

59. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.

60. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

61. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

Secretary

62. 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.

## The Seal

**63.** The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

**64.** The directors shall cause proper books of account to be kept relating to -

- (a) the 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 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.

**65.** The books of account shall be kept at the office, or subject to section 147 of the Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.

**66.** 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 general meeting.

**67.** The directors shall from time to time in accordance with sections 148, 150, 157 and 158 of 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 those sections to be prepared and laid before the annual general meeting of the company.

**68.** 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.

#### Audit

**69.** Auditors shall be appointed and their duties regulated in accordance with the provisions of the companies Acts 1963 to 1990.

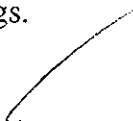
#### Notices

**70.** A notice may be given by the company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

71. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

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

No other person shall be entitled to receive notices of general meetings.



Winding Up

72. The provisions of Clause { <sup>213</sup> L9 (11.11.95) } of the Memorandum of Association relating to winding up or dissolution shall have effect and be observed as if the same were related in full in these present <sup>213</sup> L5 (11.11.95).

L9  
L5.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Kay Murphy 41, Front Court, Rathgar Ave. D. 6.  
Retired.  
Marie L. Collins, 12 Carriglea Court, Fintona, Dublin 24  
(Housewife)  
Derik Healy 3, Beechfield Close, Whitehall Road West, Dublin 12.  
(Insurance official)

DONAL Longley 10, THE HAVEN, MALAHIDE, Co. DUBLIN  
Retired.

Patricia Moran ST PATRICKS Hospital James St Dublin 8  
Nurse

Patricia Moran St Michael's Day Hosp. (Medical Practitioner)  
Nurse  
213 or Co. Mayo.

Dymphna Brennan, 29, Castlewood Ave. Dublin 6.  
Administrator.

Dated the 7th day of October 19 94

Witness to the above Signatures:

Name: Gill McCake MB  
Consultant Psychiatrist

Address: The Quay,  
Newport 23.  
Co. Mayo

De U  
Anne Dean  
24A Whelan House  
Ringsend  
Dublin 4