

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL
CONSTITUTION
OF
HORSE SPORT IRELAND COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution on 25th January 2024)

NAME

1. The name of the company is **HORSE SPORT IRELAND COMPANY LIMITED BY GUARANTEE**.
2. The Company is a Company Limited by Guarantee (CLG), registered under Part 18 of the Companies Act 2014 (the "Act").

MAIN OBJECT

3. The main object for which the Company is established (the "Main Object") is to act as the centralised national body for the entire sport horse industry (breeding & sport) in Ireland and to be responsible for the development and the implementation of programmes for an internationally competitive sport horse industry in Ireland through High Performance Sport; Breeding and Production; Equestrian Sport and Recreation; and Coaching and Education.

SUBSIDIARY OBJECT

4. As objects ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:
 - i. To act as the governing body for equestrian sport in Ireland and represent the industry and sport internationally; and to act as the centralised national body for the entire sport horse industry in Ireland.
 - ii. To be responsible for the development and the implementation of programmes for an internationally competitive sport horse industry in Ireland through High Performance Sport; Breeding and Production; Equestrian Sport and Recreation; and Coaching and Education.
 - iii. To be the National Federation as defined in the Statutes of the Federation Equestre Internationale (the "FEI") and to be the body responsible for both the national and international aspects of all equestrian sports in Ireland as are recognised by the Company and the establishment of rules governing the conduct of and the participation in such equestrian sports (hereinafter called the "General Rules").
 - iv. To act as the national authority in all matters concerned with Sport Ireland, the Olympic Federation of Ireland, Sport Northern Ireland and the FEI, and all matters relating to international competition; the Olympic & Paralympic Games.
 - v. To discharge the duties and responsibilities of a National Federation with sole and exclusive jurisdiction in respect of national equestrian affairs, in accordance with the statutes, rules and regulations of the FEI.

- vi. To obtain adequate and secure financial resources for the industry from Government partners - the Department of Agriculture, Food and the Marine ("DAFM") the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media , Sport Ireland, Sport Northern Ireland, the Department of Agriculture, Environment and Rural Affairs in Northern Ireland (where applicable) and any other government funding partners relevant to the activity of the Company.
- vii. To support the development of equestrianism and a sport horse breeding industry in Ireland, through provision of grants, funding and other means deemed appropriate from time to time.
- viii. To continually improve standards and pursue excellence in equestrianism.
- ix. To raise external revenue streams, funding and sponsorship monies for the Company.
- x. To coordinate media and public relations on behalf of the Company and all National Federation activity.

High Performance Sport

- xi. To exclusively manage all FEI discipline high performance programmes encompassing international participation.
- xii. To make, implement and enforce the General Rules, being statutes, or rules for the conduct of equestrian competitions and equestrianism, including but not limited to the Horse Sport Ireland Equine Anti-Doping and Controlled Medication Rules, to establish and enforce medication and doping control programmes, rules and disciplinary procedures in respect thereof.
- xiii. To classify athletes in equestrian sports as amateur or professional and to issue, where necessary, international athletes' licences and all other relevant licences and authorisations in connection with international competition and equestrian events.
- xiv. To authorise, at its discretion, members of teams and individuals who have been selected or approved to represent Ireland in international events, to authorise foreign competitors to take part in national events and to approve and sanction international events in Ireland.
- xv. To appoint to the FEI as required from time to time, delegates, representatives and officials to committees and assemblies of the FEI and to process proposals from Affiliates for submission to the FEI.
- xvi. To recommend to the FEI the names of the international judges, technical delegates, course designers, veterinarians and stewards.
- xvii. To send or approve invitations to other National Federations to take part in equestrian events known as Concours Internationale Official (hereinafter referred to as "C.I.O" and Concours Internationale (hereinafter referred to as "CI's") and championships.
- xviii. To make entries for all FEI and Olympic events.

- xix. To take disciplinary action where appropriate against Affiliates and members of Affiliates and owners and competitors under the jurisdiction of Affiliates and foreign owners and competitors taking part in events in Ireland including suspension from national and international competitions and the forfeiture of all or any prizes, prize money, grants, allowances and mementoes won at any event and to levy fines.

Breeding and Production

- xx. To maintain the Irish Horse Register.
- xxi. To act as the national centralised body to enable DAFM licenced and approved Pedigree Studbooks to provide direct input to the national strategy of any matters they consider important for their part of the horse industry.
- xxii. To facilitate the ready exchange of ideas, stakeholder collaboration and information between members of the sport horse industry and provides opportunities for cross-fertilisation, promoting a united national front to approaches to government on sport horse industry issues.
- xxiii. To ensure that the sport horse sector continues to make a significant economic contribution, through its national programmes and initiatives, but also ensuring that the contribution made is of a benefit socially and culturally and is deemed to be of national good.

Equestrian Sport and Recreation

- xxiv. To encourage and support equestrian sports and recreational activities within Ireland, including the encouragement of increased participation in equestrian sports, and recreational activities particularly (but not exclusively) among young people, educational establishments and persons with any disability.
- xxv. To ensure a coordinated, collaborative and strategic approach to ensuring greater participation in equestrian sports especially in the grassroots and recreation divisions.

Coaching and Education

- xxvi. To provide training for industry stakeholders and to support education in the sport horse industry.
- xxvii. To raise the standards of equestrian coaching in Ireland.
- xxviii. To provide a comprehensive education pathway for individuals within the industry, including but not limited to, coaches, athletes, producers, grooms and sport officials, through approved schemes of continuous professional development and other initiatives.
- xxix. To continue the development of equestrian coaching in Ireland through the further expansion of coach education and support programmes.
- xxx. To work in partnership with Affiliates, Government partners, key educational stakeholders and the wider equestrian sporting sector on an all island basis with regard to promoting and developing education and training in the sport horse industry.

POWERS

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 Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the Company Objects:
- (a) To solicit and accept grants, sponsorships, donations and any other form of voluntary contributions and to administer, manage and expend such funds or other contributions in furtherance of the objects of the company;
 - (b) To purchase, lease or otherwise acquire any freehold, leasehold, or other property, or any interest therein;
 - (c) To employ such officials, staff or employees as are deemed advantageous or necessary to the Company from time to time and to provide or contribute towards the salaries, wages, or other remuneration properly arising from the employment of any person for the purposes of the Company;
 - (d) To borrow, raise or secure the payment of money in such manner as the Company shall think fit;
 - (e) To grant pensions and gratuities to any person who has served the Company as an employee, or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997; that such a pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed by the Company;
 - (f) To invest the monies of the Company not immediately required in such investments, securities or property as might be thought fit;
 - (g) To pay or remunerate any person, firm or company for rendering services for and on behalf of the Company;
 - (h) To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safe-guarding and securing the Company and its Directors, members and employees.

LIMITED LIABILITY

6. The liability of the members is limited.

UNDERTAKING TO CONTRIBUTE

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:
- (a) 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

- (b) the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding €1.

INCOME AND PROPERTY

- 8. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association. 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 the members of the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - (a) reasonable and proper remuneration to any member, director, officer or servant of the Company for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company;
 - (d) reasonable and proper out of pocket expenses incurred by any member, director, officer or servant in connection with attendance to any matter affecting the Company; or
 - (e) fees, remuneration or other benefit in 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.

WINDING UP

- 9. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other company or companies having main objects similar to the main objects of the Company. The company or companies to which the property is to be given shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of Articles 7 and 8 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 financial statements 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.

ADDITIONS, ALTERATIONS OR AMENDMENTS

- 10. No amendments shall be made to the Constitution that would alter the effect of Articles 6, 7 and 9 above so that the Constitution ceases to comply with the provisions of section 1180(1) of the Act.

ARTICLES OF ASSOCIATION

INTERPRETATION:

1. In this Constitution:

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| "the Act" | means the Companies Act 2014; |
| "Affiliates" | means organisations which have agreed to sign an affiliate agreement and which are for the time being formally recognised by the Board as Affiliates; |
| "the Auditors" | means the auditors for the time being of the Company; |
| "the Board" | means the board of directors for the time being of the Company; |
| "the Chair" | means the chair for the time being of the Board; |
| "the Company" | means Horse Sport Ireland; |
| "the Constitution" | means the constitution of the Company from time to time; |
| "clear days" | means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| "director" | means any director for the time being of the Company or the directors present at a meeting of the Board and includes any person occupying the position of director by whatever name called; and |
| "Secretary" | means any person appointed from time to time to perform the duties of the Secretary of the Company. |
| "Registered Office" | means the registered office for the time being of the Company; |

2. The "optional provisions" (as defined in section 1177(2) of the Act) shall apply in relation to the Company save to the extent that they are dis-applied, modified or supplemented by this Constitution.
3. Any reference in this Constitution to an enactment includes a reference to that enactment as re- enacted or amended from time to time and to any subordinate legislation made under it.
4. Unless the contrary intention appears, words or expressions contained in this Constitution shall bear the same meaning as in the Act as in force at the date at which this Constitution becomes binding on the Company.

MEMBERS

5. The Company shall have nine members but the Board may from time to time register an increase or a decrease in the number of members.

6. Persons who are appointed as Directors shall be members of the Company and the Board shall in its discretion admit persons appointed as Directors to be members of the Company.
7. A member of the Company shall cease to be a member immediately:
 - (a) if the member ceases to be a Director and is not reappointed in accordance with the provisions of these Regulations;
 - (b) if the member resigns by notice in writing to the Directors at the registered office of the Company such notice to expire no earlier than the date of service of the notice of resignation;
 - (c) upon the member's death or bankruptcy;
 - (d) where the Directors by resolution approved by not less than two-thirds of the Directors present and voting at a meeting specially convened for the purpose expel from the membership of the Company any member who refuses or wilfully neglects to comply with the Constitution (or regulations, General Rules or bye-laws) or who have been guilty of such conduct as in the opinion of the Board has rendered her/him unfit to remain as a member or whose continued membership would be injurious to the Company or where the Board consider that expulsion would be in the best interests of the Company;
 - (e) if a member is convicted of an indictable offence;
 - (f) if a member is adjudged by any competent court, or is reasonably declared by a majority of the Directors not to possess an adequate decision making capacity.
8. Membership of the Company shall not be transferable.

GENERAL MEETINGS

9. The Annual General Meeting shall be held at such time and at such place as the Directors shall appoint.
10. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings 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.
11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 178 of the Act as modified by section 1203 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 in accordance with section 1203 of the Act.

13. Subject to the provisions of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing 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 clear days' notice in writing at the least. The notice 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 this Constitution and the Act entitled to receive notices from the Company. As provided by section 181 (2) of the Act, a short notice general meeting may be called where members and the Auditors both expressly consent in writing to a waiver of the notice period.
14. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. The business of the Annual General Meeting shall include: -
 - (a) the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorisation of the Directors to approve the remuneration of the Auditors (if any);
 - (d) the election and re-election of Directors of the Company; and
 - (e) save where the Company is entitled to and has availed itself of the exemption referred to in paragraph (a), the appointment or re-appointment of Auditors.
16. 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. Three members present in person shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the 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.
18. The Chair shall preside as chair at every general meeting of the Company, or if there is no such chair, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chair of the meeting.
19. If at any meeting no Director is willing to act as chair or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair of the meeting.

20. The chair may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at 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 the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
21. 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 chair, or
 - (b) by at least three members present in person or by proxy, or
 - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chair 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 votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

22. If a poll is duly demanded it shall be taken in such a manner as the chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. Where there is an equality of votes, whether on a show of hands or on a poll, the chair 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.
24. A poll demanded on the election of a chair, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chair 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.
25. A resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the 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. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting.
26. The Board shall have the power to bring into force and effect General Rules for Equestrianism in Ireland. Such General Rules may include rules and procedures and codes of conduct governing the conduct of athletes, national federation officials, who are members or otherwise subject to the jurisdiction of Affiliates and/or who participate

in the equestrian sports of Affiliates and/or under their jurisdiction and/or under the jurisdiction of the Company.

VOTES OF MEMBERS

27. Every member shall have one vote. In the case of an equality of votes, the chair of the meeting will be entitled to a casting vote in addition to any other vote he or she may have.
28. A member who is adjudged by any competent court or who is reasonably believed by a majority of the members not to possess an adequate decision making capacity, may vote, whether on a show of hands or on a poll, by his lawfully appointed attorney, committee, donee of an enduring power of attorney, receiver, guardian, or other person appointed by that Court, and any such lawfully appointed attorney, committee, donee of an enduring power of attorney, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
29. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by her/him to the Company have been paid.
30. 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 chair of the meeting whose decision shall be final and conclusive.
31. Votes may be given either personally or by proxy.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised in writing. A proxy must be a member of the Company.
33. 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 registered office of the Company 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 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.
34. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Regulation likewise applies to the depositing of anything else referred to in the preceding Regulation.
35. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require to be delivered again for the purposes of any subsequent meeting to which it relates.

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

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| <p>[Enter name of the Company here]</p> <p>I, (“the Member”) of [address of member] being a member of the above named company, hereby [name and address of proxy] or failing him/her [name and address of alternative proxy] as proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on [date of meeting] and any adjournment of the meeting.</p> |
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| <p>The proxy is to vote as follows: -</p> | | | |
|---|-----------|---------|---------|
| <p>Voting instructions to Proxy (choice to be marked with an ‘x’)</p> | | | |
| Number or description of resolution | In Favour | Abstain | Against |
| 1. | | | |
| 2. | | | |
| 3. | | | |
| <p>Unless otherwise instructed the proxy will vote as he or she thinks fit.</p> | | | |
| <p>Signature of member:</p> | | | |
| <p>Date:</p> | | | |

37. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
38. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed. This does not apply if notice in writing of such death, insanity or revocation as aforesaid is received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

39. The Board shall be comprised of nine directors as follows:

- (a) the Chair shall be appointed by the Minister for Agriculture, Food and the Marine ("the Minister") in consultation with the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media.
- (b) Three persons shall be appointed by the Minister in consultation with the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media.
- (c) One person from Northern Ireland shall be appointed by the Minister in consultation with the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media , as nominated by the Northern Ireland Sports Forum.
- (d) The Board will establish an Advisory Forum made up of affiliate representatives in each of the following areas:
 - i. Breeding & Production Advisory Forum
 - ii. Coaching & Education Advisory Forum
 - iii. High Performance Sports Advisory Forum
 - iv. Recreation & Leisure Advisory Forum

Each Advisory Forum will be invited on a three-yearly basis to nominate up to two nominees, at least one of whom must be female, for consideration as Members of the Board. The Board will ensure that a fair, skills-based and independent selection process is in place to recommend one member from the list of nominees from each Forum. In total, four Members of the Board will be appointed by the Board drawn from nominations of the Advisory Fora. Candidate directors are not required to be members of the respective Advisory Forum. The Board of Directors will appoint, the recommended nominee from each Advisory Forum, as a member of the Board.

Such Directors shall have a background in the sport horse industry.

- 40. Any person appointed by the Minister to any position within an Affiliate shall not be entitled to take a seat on the Board as a Director.
- 41. The Minister shall be entitled at any time to require the removal or substitution of any Director appointed by the Minister and upon the Minister giving notice in writing to the Company of such removal or substitution the Director in question shall be deemed to have been removed as a director or substituted. In the case of a vacancy created by the death, removal or resignation of a director appointed by the Minister or any other event which causes such a director to become incapable of remaining a Director, the Minister shall have the right to appoint a successor to hold office as Director in the manner provided for in these Regulations.
- 42. If any Director resigns from office, the Minister or the Board of Horse Sport Ireland, as the case may be, shall be entitled to nominate a replacement Director. For the purposes of director rotation, the Minister or the Board may opt to have the replacement director fill the remainder of the term vacated or begin as a new term.
- 43. The membership of any member of the Board appointed under Article 39 (a)-(c) may be terminated by the Minister at any time, on the basis of reasons to be stated by the Minister.
- 44. The Company may by ordinary resolution of which at least 28 clear days' notice has been given of the intent to move such a resolution in accordance with section 146 of the Act remove any Director, save for the Chairperson or Directors appointed by the Minister, before the expiration of his period of office, notwithstanding anything in these

Regulations 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 her/him and the Company.

45. A Director shall cease to be a member of the board if he or she is nominated as a member of Seanad Éireann, is elected as a member of either House of the Oireachtas or as a representative in the European Parliament or elected to the European Parliament.
46. The Office of Director shall be vacated if the Director:
 - (a) is in receipt of income or property of the Company beyond the extent permitted by Article 8 of the Memorandum of Association ;
 - (b) ceases to be a Director under any provision of the Act or becomes prohibited by law from being a director;
 - (c) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act;
 - (d) resigns by notice in writing to the Company;
 - (e) fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
 - (f) is removed from office as a Director pursuant to section 146 of the Act;
 - (g) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (h) is required to vacate the office of Director under section 148 of the Act.
47. Directors may not appoint any person as their alternate or their proxy to attend or vote at Board meetings in their place.

TERMS OF OFFICE AND ROTATION OF DIRECTORS

48. The provisions of section 1196 of the Act regarding the rotation of Directors shall not apply to the Company.
49. The term of office of the Chair and other Directors three years from the date of appointment. Directors shall be eligible to serve a maximum of two terms.
50. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine the terms of office for which such increased or reduce number.
51. The Directors shall have 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 regulations. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

52. No person may be appointed as a Director:
- (a) unless he or she has attained the age of 18 years; or
 - (b) in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of these Regulations.

RECORDS AND ACCOUNTS

53. The Directors 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 the Directors and of committees of Directors.

DELEGATION OF DUTIES

54. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
55. The Directors may establish any committee, advisory group, forum, technical or other sub-committees consisting of such member or members of the Directors and other persons as they think fit, and any committee so formed shall support the Directors in the exercise of their powers.
56. The Directors may form sub-committees whose function may be determined by the Board of Directors from time to time. The function and role of such sub-committees must be expressly articulated in a sub-committee terms of reference approved by the Board of Directors.
57. Section 160(10) of the Act is disappplied and only the Board has the power to elect the chairperson and members of any committee.

PROCEEDINGS OF DIRECTORS

58. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the chair 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 Directors. All Directors shall be entitled to reasonable notice of a meeting of Directors. Every notice calling a meeting shall specify the place, day and time of the meeting and include an agenda.
59. Any Director may participate in a meeting of the Directors or any committee of the Directors by means of 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.

60. 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. A written resolution may consist of several instruments in like form each signed by one or more Directors. The date of a written resolution shall be the date on which the last Director signs.
61. 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 or qualification of any such Director or person acting as aforesaid, be valid.
62. 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.
63. 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 constitution 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 purpose.
64. A Director may not vote in respect of any contract in which he or she is interested or any matter arising from such matter.

SECRETARY

65. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
66. A provision of the Act or this Constitution 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

67. 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 that purpose.

RECORDS AND ACCOUNTS

68. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
69. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act and in particular section 283 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.

70. 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 accounting records 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 accounting records or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
71. The Directors shall from time to time in accordance with the provisions 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 provisions to be prepared and laid before the Annual General Meeting of the Company.
72. A copy of every balance sheet and profit and loss account (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 every report of the Auditors relating thereto, and the related Directors' 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.

SERVICE OF NOTICES

73. A notice may be given by the Company to any member personally, by sending it by post or by electronic means. 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 the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case in which the letter would be delivered in the ordinary course of post. Where electronic means are used, the notice is treated as being delivered at the time it was delivered.
74. Any document or information (including any notice) to be given to or by any person pursuant to this constitution shall be in writing (which term includes electronic means) to an address for the time being notified for that purpose to the person giving the notice.
75. The members hereby record their consent to the service of notices by electronic means.

INDEMNITY

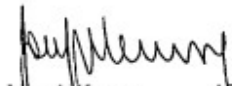
76. Every director or officer of the Company:
- (a) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under section 233 or 234 of the Act in which relief is granted to her/him by the court; and
 - (b) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no director or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of

his or her office or in relation thereto. This Regulation 80 shall have effect only in so far as its provisions are not void under section 235 of the Act.

Annex: Original Subscribers

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

Names, Addresses and Descriptions of Subscribers

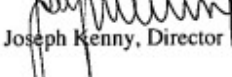

Joseph Kenny 101 Furry Park Road, Dublin 5. Company Secretary


Noreen Kenny 101 Furry Park Road, Dublin 5. Secretary

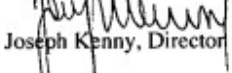

Joanne Kenny 101 Furry Park Road, Dublin 5. Manager


James Kenny 101 Furry Park Road, Dublin 5. Student

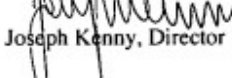
For F.P.R. Trust Nominees 101 Furry Park Road, Dublin 5. Unlimited Company


Joseph Kenny, Director

For F.P.R. Trust Company Limited 101 Furry Park Road, Dublin 5. Limited Company


Joseph Kenny, Director

For Lyttleholme Limited 101 Furry Park Road, Dublin 5. Limited Company


Joseph Kenny, Director

Dated this 13 day of December 2006.

Witness to the above signatures:-


Mark Kenny
101 Furry Park Road
Dublin 5
Student